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, General Circular No. 09/2024 dated September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025, 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/2023/167dated 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, 10 July, 2026** ("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 National Securities Depository Limited (NSDL) to provide remote e-voting facility to its Members. The e-voting facility is available at the link **www.evotingindia.com** from 9.00 a.m. on Wednesday, July 15, 2026 and up to 5.00 p.m. on Thursday, August 13, 2026. E-voting module will be blocked by NSDL at 5.00 p.m. on Thursday, August 13, 2026 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 NSDL for displaying the same on its website, www.evotingindia.com and shall also be displayed on the Company's website at www.rosemerc.in.

The last date of the E-voting i.e. Thursday, August 13, 2026 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 REGULARIZATION OF MR. AMITKUMAR YOGENDRA SINGH (DIN: 07211331) AS AN EXECUTIVE DIRECTOR OF THE COMPANY AND COO OF NEW FINTECH BUSINESS SEGMENT:**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160, 197, 198, and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Rules made thereunder, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Amitkumar Yogendra Singh (DIN: 07211331), who was appointed by the Board as an Additional Director (Executive Director) of the Company with effect from July 14, 2026 pursuant to Section 161 of the Companies Act, 2013 and who holds office upto the date of ensuing General Meeting of the Company, and in respect of whom the Company has received the requisite consent and declarations under the Companies Act, 2013, as an Executive Director of the Company for a period of Five (5) years, commencing from July 14, 2026 and ending on July 13, 2031, liable to retire by rotation, upon the terms and conditions, including remuneration, benefits, incentives and other perquisites, as set out in the Management Agreement dated June 1, 2026 entered into between the Company and Mr. Amitkumar Yogendra Singh, with liberty to the Board of Directors (including any Committee thereof) to alter and vary the terms and conditions of the said appointment and remuneration in such manner as may be permissible under the applicable provisions of the Companies Act, 2013 and other applicable laws.

RESOLVED FURTHER THAT the Members hereby take note that pursuant to the Management Agreement dated June 1, 2026, Mr. Amitkumar Yogendra Singh shall also serve as the Chief Operating Officer (COO) of the proposed FinTech Business Segment of the Company and shall be responsible for establishing, developing and managing the proposed FinTech Business Segment, including overseeing its day-to-day operations, business strategy, technology implementation, regulatory compliance and such other functions, powers and responsibilities as may be assigned by the Board of Directors from time to time in accordance with the terms of the Management Agreement.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such documents, agreements, filings, forms and writings as may be necessary, proper or expedient for giving effect to this resolution, including filing the necessary forms and returns with the Registrar of Companies, Stock Exchanges and such other statutory or regulatory authorities as may be required under applicable law."

2. **<u>TO APPROVE THE REGULARIZATION OF MR. SANTOSH SAMBHAJI GAVADE (DIN: 10591572) FROM ADDITIONAL INDEPENDENT DIRECTOR TO INDEPENDENT DIRECTOR:</u>**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the Articles of Association of the Company, Mr. Santosh Sambhaji Gavade (DIN: 10591572), who was appointed as an Additional Independent Director of the Company with effect from 14th July, 2026 by the Board of Directors of the Company pursuant to the provisions of Section 161 of the Act and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014 be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (Five) consecutive years commencing from 14th July, 2026 to 13th July, 2031, on such remuneration/sitting fees as may be decided by the Board of Directors.

RESOLVED FURTHER THAT any of the director for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.

RESOLVED FURTHER THAT any of the director for the time being be and are hereby severally authorized to sign the certified true copy of the resolution of the resolution to be given as and when required".

3. **<u>TO APPROVE THE ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:</u>**

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 4, 13 and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder, including any statutory modification(s) or re- enactment(s) thereof for the time being in force and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable laws, regulations, policies or guidelines and subject to the approval of the Registrar of Companies, Mumbai (the "ROC") and other regulatory authorities, as may be applicable, the consent of the members be and is hereby accorded to alter the Memorandum of Association (MOA) of the Company in the following manner:

1. **Deletion of existing Clause III(A)(6) and Clause III(A)(7) of the Main Objects of the Memorandum of Association of the Company:**

<u>Clause 6:</u> *To carry on the business of manufacturers, designers, repairers, installers, merchants, importers, exporters, agent for sale and distributors of and dealers in water processing equipment's and purifiers, and water softeners of every description, and all appliances equipment's, materials, apparatus, articles and things required for use in connection therewith or in connection with the purifying, filtering, softening, storage and supply of water, and of and in water filtration, sterilization, sedimentation and softening, plant, machinery and materials, and reagent measuring apparatus, wet and dry feeders, zeolite and base exchange plant, heating, chlorinating and ozonizing apparatus of all kinds, importers, manufacturers of and dealers in chemicals, electrical, industrial and other preparation, articles and compounds and minerals, chemists and chemical manufacturers, and to make, build, construct, lay down and maintain water purification plant, reservoirs, waterworks, cisterns, culverts, filter beds, main and other pipes, and appliances, and to execute and do all other work and things necessary or convenient for obtaining storing, selling, delivering, measuring and distributing water.*

<u>Clause 7:</u> *To generate, accumulate, transmit, distribute, purchase, sell and supply electric power or any other energy from conventional/non-conventional energy by Bio-Mass, Bio-Fuels, Hydro, Thermal, Gas, Air, Diesel oil, or through renewable energy sources, Wind mill or another means/ source on a commercial basis and to construct, lay down, establish, operate and maintain power/energy generating stations, including buildings, structures, works, machineries, equipment's, cables, wires, lines, accumulators, lamps, and works and to undertake or to carry on the business of managing, owning, controlling, erecting, commissioning, operating, running, leasing or transferring Power plants and Plants based on conventional or non-conventional energy source, thermal power plants, atomic power plants, solar energy plants, wind energy plants, mechanical, electrical, hydel, civil engineering works, Boiler houses, steam Turbines, Switch Yards, Transformer Yards, Sub stations, Transmission Lines, Accumulators, Workshops. To carry on the business as consultants and Contractors in setting up of all types for production of Electrical energy.*

2. **Insertion of new Clauses III(A)(4), III(A)(5) and III(A)(6) in Clause III(A) – Main Objects of the Memorandum of Association of the Company, which shall read as follows:**

<u>Clause 4:</u> *To carry on the business as a Payment Aggregator ("PA"), subject to obtaining prior authorization from the Reserve Bank of India under Section 18 read with Section 10(2) of the Payments and Settlement Systems Act, 2007 and the applicable rules, regulations, guidelines, directions and notifications issued thereunder from time to time, for facilitating electronic and digital payment transactions for merchants, ecommerce platforms and other businesses; to* *provide payment aggregation, payment gateway, payment processing and other ancillary services; to enable the acceptance, authorization, processing, collection, pooling, settlement and transfer of payments through various payment instruments and digital payment channels; to facilitate integration between customers, merchants, acquiring banks, payment systems and other participants in the payment ecosystem; and to undertake all activities incidental or ancillary thereto, in accordance with the applicable laws and regulatory approvals.*

Clause 5: *To apply for and obtain authorization from the Reserve Bank of India for issuing, operating and managing Prepaid Payment Instruments ("PPIs"), including but not limited to Closed, Semi-Closed and Open System Prepaid Payment Instruments, ewallets, co-branded wallets and such other prepaid payment instruments as may be permitted by the Reserve Bank of India from time to time, and to issue, operate, manage, distribute, process, reload, redeem, settle and administer such instruments, together with all related payment, collection, settlement, technology-enabled and ancillary services, subject to the applicable laws, regulations, guidelines, directions and approvals issued by the Reserve Bank of India and other competent authorities from time to time.*

Clause 6: *To carry on the business of providing online, real-time electronic transaction processing, payment switching, payment routing, payment authentication, financial and non-financial transaction processing, payment gateway services, merchant acquiring support services and other technology-enabled payment solutions through multiple delivery channels and payment systems, including* internet platforms, mobile applications, Point of Sale (POS) terminals, Automated Teller Machines (ATMs), QR code-based payment systems, Unified Payments Interface (UPI), cards, net banking and such other digital payment mechanisms as may be permitted by law, in India and abroad, subject to obtaining the requisite statutory, regulatory and governmental approvals wherever required.

3. Alteration of Clause III(B) – Objects Incidental or Ancillary to the Attainment of Main Objects of the Memorandum of Association, which are as follows:

Sr. No.	Earlier clause	Altered Clause
1.	**Clause No. 17**	
	Subject to the provisions of the Companies Act, 1956 to amalgamate enter in to partnership or into any arrangement for sharing profit, union of interest, cartels, co-operation joint venture or reciprocal concession or for limiting competition with any person or person , firm or Company or body Corporate carrying on or engaged in or about to carry on and to lend money to guarantee the contracts of or otherwise assistor subsidies any such Company or persons and to take or otherwise acquire shares and securities of any such company and to sell, hold, reissue with or without guarantee or otherwise deal with the same and to give, to any person or Company special rights or privileges in connection with control over such Company.	To enter into and carry into effect any arrangement for the merger or amalgamation of the company with any other company or for the merger or amalgamation of any other company with this company or to enter into partnership or into any arrangement for joint working in business or for sharing profits, union of interests, cooperation, joint venture or reciprocal concession or otherwise with any person, firm or company carrying on or engaged in or about to carry on or engage in any business or transaction which the company is authorised to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the company
2.	**Clause No. 35 A**	
	Subject to the Provisions of Section 58-A of Companies Act and the directives of Reserve Bank of India to borrow or raise money or to	Subject to the applicable provisions of the Companies Act, 2013 and the Rules made thereunder..."and the directives of Reserve Bank of India to borrow or raise

	receive money or deposit or loan at interest or otherwise in such manner at the company may think fit and in particular by the issue of promissory notes, bill of exchange and/or debentures, or debenture stock(perpetual or otherwise)and/or other bonds whether convertible into shares of this or any other Company or not and to secure the repayment of any such money borrowed, raised or received, growing by mortgage, pledge charge or lien upon all or any of the property, assets or revenue of the Company (both present and future) including its uncalled capital and to give the lenders or creditors the power of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities and to also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or other person, firm or Company of any obligation undertaken by the company or any other person firm or company as the case may be.	money or to receive money or deposit or loan at interest or otherwise in such manner at the company may think fit and in particular by the issue of promissory notes, bill of exchange and/or debentures, or debenture stock(perpetual or otherwise)and/or other bonds whether convertible into shares of this or any other Company or not and to secure the repayment of any such money borrowed, raised or received, growing by mortgage, pledge charge or lien upon all or any of the property, assets or revenue of the Company (both present and future) including its uncalled capital and to give the lenders or creditors the power of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities and to also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or other person, firm or Company of any obligation undertaken by the company or any other person firm or company as the case may be
3	**Clause No. 35 B**	
	To borrow or take loans from individuals firms, Companies corporations, financing houses, Government and Semi-Government institution and to secure repayment thereof in such manner as may be thought fit subject to Section58-A of the Companies Act 1956 and directives of Reserve Bank of India.	To borrow or take loans from individuals firms, Companies corporations, financing houses, Government and Semi-Government institution and to secure repayment thereof in such manner as may be thought fit subject to the applicable provisions of the Companies Act, 2013 and the rules made thereunder, the applicable directions of the Reserve Bank of India and other applicable laws for the time being in force."
4	**Clause No. 48**	
	To distribute in specie or otherwise as may be resolved, and any property or assets of the Company or any proceeds, of sale or disposal of any property or assets of the Company including the shares, debentures or other securities of any other Company formed to take over the whole or any part of the assets or liabilities of the Company, subject to provisions of the Companies Act 1956 in the event of winding up.	To distribute in specie or otherwise, as may be resolved, any property or assets of the Company or the proceeds of sale or disposal of any property or assets of the Company, including the shares, debentures or other securities of any other company formed or incorporated for the purpose of acquiring or taking over the whole or any part of the assets, business or liabilities of the Company, subject to the applicable provisions of the Companies Act, 2013 and other applicable laws, in the event of the winding up of the Company.
5	**Clause no. 60**	
	To support, donate contribute, subscribe to give and to body in cash or in kind for any purpose to any individual or body of individual and also to contribute, donate and subscribe to any charitable, religious, educational or other public institutions, trusts, funds, clubs, societies or individuals, or body of individuals ct to the provisions of Section 293 of the Companies Act, 1956.	To support, contribute, donate, subscribe or otherwise provide, in cash or in kind, to any individual, body of individuals, charitable, religious, educational, scientific, social, cultural or other public institutions, trusts, funds, clubs, societies, associations or other organisations for any lawful purpose, subject to the applicable provisions of the Companies Act, 2013, the rules made thereunder and other applicable laws for the time being in force.

”**RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

4. <u>TO APPROVE GRANT OF OPTIONS TO IDENTIFIED EMPLOYEE DURING THE FINANCIAL YEAR 2026-2027 EXCEEDING 1% OF THE ISSUED SHARE CAPITAL OF THE COMPANY:</u>

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 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any circulars / notifications / guidance / FAQs issued thereunder, as amended from time to time (hereinafter referred as “SEBI SBEB Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with the Memorandum and Articles of Association of the Company and in accordance with the “RML Employee Stock Option Plan II 2023” (hereinafter referred to as “RML ESOP II - 2023” / the “Scheme” or the “Plan”) and on the recommendation of the Compensation Committee and the Board of Directors of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the Company be and is hereby accorded - to create, issue and grant not exceeding 3,50,000 (Three Lakhs and Fifty Thousand) Employee Stock Options (hereinafter referred to as the “Options”), in one or more tranches, during the Financial Year 2026-2027, which exceeds 1% of the issued share capital of the Company, to or for the benefit of Mr. Jaymin Bipinchandra Patel, a Senior Vice President–Marketing of Rose Merc Limited, which upon exercise shall not exceed in aggregate 3,50,000 (Three Lakhs and Fifty Thousand) Equity Shares (“Shares”) having a face value of Rs. 10/- (Rupees Ten Only) each fully paid-up of the Company, where one Option upon exercise shall convert in to one Share upon exercise subject to payment / recovery of requisite exercise price and applicable taxes, on such terms, conditions and in such manner as the Compensation Committee may decide in accordance with the provisions of the applicable laws and the provisions of the Plan;

RESOLVED FURTHER THAT the Shares as specified hereinabove shall be issued and allotted to the Option grantees upon exercise of the Options in accordance with the terms of the grant and provisions of the Plan and such Shares shall rank paripassu in all respects with the then existing Shares of the Company;

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, or other re-organisation, the ceiling aforesaid in terms of the number of Shares reserved under the Plan shall be adjusted with a view to facilitate fair and reasonable adjustment to the eligible employees as per provisions of the SEBI SBEB Regulations and such adjusted number of the Shares shall be deemed to be the ceiling as originally approved;

RESOLVED FURTHER THAT in case the Shares of the Company are either sub-divided or consolidated, then the number of Shares to be allotted and, to the extent allowed, the exercise price payable by the Option grantees under the Plan shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs.10/- (Rupees Ten Only) per Share bears to the revised face value of the Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said Option grantees;

RESOLVED FURTHER THAT the Board be and is hereby authorised to take requisite steps for listing of the Shares allotted under the Plan on the Bombay Stock Exchange Limited and / or any other stock exchanges where the Shares of the Company are listed or to be listed, in due compliance with SEBI SBEB Regulations and other applicable laws;

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan;

RESOLVED FURTHER THAT the Compensation Committee be and is hereby authorised at any time to modify, change, vary, alter, amend, suspend or terminate the Plan subject to consent of the shareholders by way of a special resolution to the extent required under the applicable laws including the SEBI SBEB Regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and / or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereof."

5. **TO APPROVE GRANT OF INTER-CORPORATE LOAN TO RELATED PARTY AND BOARD-CONTROLLED SUBSIDIARY – VIRTUAL GAIN TECHNOLOGIES PRIVATE LIMITED.**

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 Sections 185, 186 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable SEBI Circulars, the Articles of Association of the Company, and pursuant to the recommendation of the Audit Committee and approval of the Board of Directors at their respective meetings held on 14 July 2026, and subject to such statutory, regulatory or other approvals, permissions and consents as may be required, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to grant an inter-corporate loan to Virtual Gain Technologies Private Limited, a Board-controlled subsidiary and related party of the Company, for an aggregate amount not exceeding ₹10,00,00,000 (Rupees Ten Crores Only), on the following principal terms:

The loan shall be granted on the following terms and conditions:

- **Purpose:** To meet the working capital requirements
- **Interest Rate:** 9% (Nine Percent) per annum;
- **Tenure:** 1 (One) year, renewable annually on mutually agreed terms;
- **Nature:** Unsecured loan;
- **Disbursement:** In one or more tranches, as and when required by the borrower, subject to availability of funds with the Company; and

- **Repayment:** As per mutually agreed repayment schedule within the tenure, along with applicable interest.

RESOLVED FURTHER THAT the Board of Directors, Chief Financial Officer, and/or Company Secretary of the Company be and are hereby severally authorized to finalize, execute, and deliver all agreements, documents, and other instruments, to issue requisite filings/disclosures with the Registrar of Companies and Stock Exchanges, and to do all acts, deeds, and things as may be necessary or expedient to give effect to this resolution."

6. **TO APPROVE THE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE NON –PROMOTERS:**

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 Sections 42 and 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) (the "Companies Act"); and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended (" SEBI ICDR Regulations"); (iii) and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation 2015,as amended ("SEBI Listing Regulations"), listing agreements entered into by the Company with the BSE Limited ("BSE") "Stock Exchanges") on which the equity shares of face value of Rs.10/- (Rupees Ten) each of the Company ("Equity Shares") are listed, and any other rules/regulations/guidelines, notifications, circulars and clarifications issued thereon from time to time by the Securities and Exchange Board of India ("SEBI"); (iv) other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time by the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India ("SEBI") and/or any other statutory / regulatory authorities from time to time to the extent applicable, and subject to execution of definitive documents and terms thereunder, and the receipt of such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to the Stock Exchanges and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions; and which terms may be agreed to by the Board of Directors of the Company (the "Board"), which term shall be deemed to include its committee for such purpose) and all such other approvals, consent of the Members of the Company be and is hereby accorded to create, issue, offer and allot 3,00,000 (Three Lakh) equity shares of the Company of face value of Rs. 10/- (Rupee Ten Only) in dematerialized form, on Preferential allotment basis, to non- promoters of the Company at a price of Rs. 90/- (Rupees Ninety Only) per share (including premium of Rs. 80/- (Rupees Eighty Only) per equity share) as determined by the Board in accordance with the pricing guidelines prescribed under Regulation 164(1) of the Chapter V of the ICDR Regulations at an aggregate consideration of Rs.2,70,00,000/- (Rupees Two Crores Seventy Lakhs Only) and on such other terms and conditions as may be determined in accordance with the ICDR Regulations or other applicable provisions of the law as may be prevailing at the time, to the following:

Sr. No.	Name of the proposed Allottee	Nature of persons who are ultimate beneficial owner	No of equity shares to be allotted	Category	Allottee is: QIB / MF / FI / Trust / Banks
1	Zclus (India) Limited	Company	3,00,000	Non-Promoter	Non QIB

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations, the "Relevant Date" for the purpose of calculating the floor price for the issue of Equity Shares of the Company is determined to be Tuesday, July 14, 2026, the date 30 (thirty) days prior to the date of closure of voting process through Postal Ballot i.e. August 13, 2026, to approve this offer;

"**RESOLVED FURTHER THAT** the aforesaid issue and allotment of the Equity Shares shall be made on the following terms and conditions: -

i. The Equity Shares to be issued and allotted pursuant to the Preferential Allotment shall be in dematerialized form, fully paid-up and shall rank pari passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of the Company.
ii. The price of each equity share will be calculated in accordance with the provisions of Regulation 164(1) of Chapter V of the SEBI (ICDR) Regulations on the basis of the relevant date and in compliance with the provisions of Companies Act, 2013 and Rules made thereunder;
iii. Subject to the provisions of Regulation 170 of the ICDR Regulations, the Equity Shares shall be allotted by the Company to the Investor within a period of 15 days from the date of passing of the shareholders' resolution, provided that where the allotment of Equity Shares is subject to receipt of any approval from any regulatory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or such other time as may be prescribed or permitted by the SEBI, Stock Exchange or other relevant authorities.
iv. Equity Shares to be issued and allotted shall be subject to lock in as provided under Regulation 167 of the SEBI (ICDR) Regulations.
v. The Subscription Shares so offered, issued and allotted will be listed and traded on the Stock Exchanges, subject to the receipt of necessary regulatory permissions and approvals, as applicable.
vi. The Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company."

"RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, the names of the Subscriber be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Subscriber inviting the Subscriber to subscribe to the Equity Shares, as per the draft tabled at the Meeting and duly initialed by the Chairman for the purpose of identification and consent of the Company is hereby accorded to the issuance of the same to the Subscriber inviting the Subscriber to subscribe to the Equity Shares."

"**RESOLVED FURTHER THAT** the Company hereby takes note of the certificate from CS Deepak Rane, Practicing Company Secretary (Membership No. 24110 CP No. 8717) certifying that the above issue of equity shares of the Company is being made in accordance with the SEBI (ICDR) Regulations."

"**RESOLVED FURTHER THAT** the monies received by the Company from the Subscribers for subscribing shares to be allotted pursuant to this private placement shall be kept by the Company in a designated bank account and shall be utilized by the Company in accordance with Section 42 of the Companies Act, 2013."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to determine, vary, modify or alter any of the terms and conditions of the proposed issue, as it may deem expedient, in its discretion, subject to the provisions of the Companies Act and SEBI ICDR Regulations, without being required to seek any further consent or approval of the members of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any of the Directors and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable or expedient for the purpose of the issue or allotment of the Subscription Shares, listing of the Subscription Shares on the Stock Exchanges and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the Subscription Shares, utilization of issue proceeds, signing all such undertakings and documents as may be required, and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders."

"RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such terms, condition(s), modification (s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to modification (s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard in the implementation of this resolution for issue and allotment of equity shares on preferential basis and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company."

7. <u>TO APPROVE ISSUE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS:</u>

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 Sections 42 and 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) (the "Companies Act"); and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended (" SEBI ICDR Regulations"); (iii) and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation 2015,as amended ("SEBI Listing Regulations"), listing agreements entered into by the Company with the BSE Limited ("BSE") "Stock

Exchanges") on which the equity shares of face value of Rs.10/- (Rupees Ten) each of the Company ("Equity Shares") are listed, and any other rules/regulations/guidelines, notifications, circulars and clarifications issued thereon from time to time by the Securities and Exchange Board of India ("SEBI"); (iv) other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time by the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India ("SEBI") and/or any other statutory / regulatory authorities from time to time to the extent applicable, and subject to execution of definitive documents and terms thereunder, and the receipt of such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to the Stock Exchanges and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions; and which terms may be agreed to by the Board of Directors of the Company (the "Board"), which term shall be deemed to include its committee for such purpose) and all such other approvals, consent of the Members of the Company be and is hereby accorded to create, issue, offer and allot 6,06,111 (Six Lakh Six Thousand One Hundred Eleven) warrants convertible ("Warrants") into equivalent number of equity shares of the Company of face value of Rs. 10/- (Rupee Ten Only) each ("Equity Shares"), in dematerialized form, on Preferential allotment basis to non- promoters of the Company at a price of Rs. 90/- (Rupees Ninety Only) per share (including premium of Rs. 80/- (Rupees Eighty Only) per equity share) as determined by the Board in accordance with the pricing guidelines prescribed under Regulation 164(1) of the Chapter V of the ICDR Regulations at an aggregate consideration of Rs.5,45,49,990/- (Rupees Five Crores Forty Five Lakhs Forty Nine Thousand Nine Hundred Ninety Only) and on such other terms and conditions as may be determined in accordance with the ICDR Regulations or other applicable provisions of the law as may be prevailing at the time, to the following:

Sr. No.	Name of the proposed Allottee	No of Convertible warrants to be allotted	Category	Allottee is: QIB / MF / FI / Trust / Banks
1	Bhupendra Ramashrya Lal Sinha	50,000	Non-Promoter	Non QIB
2	Pramod Govind Agare	5,000	Non-Promoter	Non QIB
3	Aryan Arunkumar Hegde	29,165	Non-Promoter	Non QIB
4	Ankit Malik	24,000	Non-Promoter	Non QIB
5	Sunil Malik	5,169	Non-Promoter	Non QIB
6	Julee Hitesh Rathod	15,111	Non-Promoter	Non QIB
7	Ramawatar Babulal Jajodia	1,61,000	Non-Promoter	Non QIB
8	Amitkumar Yogendra Singh	1,50,000	Non-Promoter	Non QIB
9	Niti Trivedi	1,50,000	Non-Promoter	Non QIB
10	Barot Ajaykumar Kanubhai	16,666	Non-Promoter	Non QIB
	Total	**6,06,111**		

RESOLVED FURTHER THAT the said Warrants shall be converted within a period not exceeding 18 (Eighteen) months from the date of allotment of the Warrants, in one or more tranches, in accordance with the SEBI Regulations and other relevant regulations as may be prevailing at the time of allotment of equity shares, and that the Warrants so issued or allotted give rise (on allotment or conversion/ exercise of right) to not more than 6,06,111 (Six Lakh Six Thousand One Hundred Eleven) Equity Shares of Re. 10/- each fully paid-up.

RESOLVED FURTHER THAT the warrants shall be issued by the Company on the following terms and conditions:

i. An amount equivalent to 25% of the issue price of the Equity Shares arising out of the Warrants shall be payable at the time of making the application for Warrants, which amount will be kept by the Company as a deposit to be adjusted and appropriated against the price of the Equity Shares payable by the Warrant Holder at the time of exercising the option;
ii. The Warrant Holder shall pay the balance 75% of the issue price at the time of exercising the option to convert the warrants into equivalent number of equity shares in one of more tranches but not later than 18 months from the date of allotment of such convertible warrants;
iii. In the event the Warrant Holder does not exercise the option of conversion within 18 months from the date of allotment of Warrants, the Warrants shall lapse and the deposit of 25% as indicated in point (i) above shall be forfeited by the Company;
iv. The issue of the Warrants arising from the exercise of the option under the Warrants in the manner aforesaid, shall be governed by the respective provisions of the Companies Act, 2013, the Memorandum & Articles of Association of the Company and also the Guidelines/Regulations issued by SEBI or any other authority as the case may be, or any modifications thereof;
v. Each convertible warrant shall be convertible into one (1) equity share of face value of Rs. 10/- per share;
vi. The equity shares allotted, upon conversion of convertible warrants to be issued on preferential basis to above allottees, shall be locked in for the period as prescribed under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018;
vii. The equity shares allotted, upon conversion of convertible warrants shall be listed on BSE Limited.

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations, the "Relevant Date" for the purpose of calculating the floor price for the issue of Warrants of the Company is determined to be Tuesday, July 14, 2026, the date 30 (thirty) days prior to the date of closure of voting process through Postal Ballot i.e. August 13, 2026, to approve this offer;

RESOLVED FURTHER THAT the Convertible Warrants to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the equity shares issued upon conversion of the said warrants shall rank pari-passu with the existing equity shares of the Company in all respects.

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from CS Deepak Rane, Practicing Company Secretary (Membership No. 24110 CP No. 8717) certifying that the above issue of Warrants convertible into equivalent number of Equity Shares of the Company is being made in accordance with the ICDR Regulations.

RESOLVED FURTHER THAT the monies received by the Company from the Subscribers for application of the Convertible Warrants pursuant to this private placement shall be kept by the Company in a separate bank account opened by the Company and shall be utilized by the Company in accordance with Section 42 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the offer, issue, allotment of the Convertible Warrants and issue of Equity Shares of the Company upon the conversion of such warrants, any board of directors of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Convertible Warrants, as may be required, issuing clarifications on the issue and allotment of the Convertible Warrants, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Convertible Warrants and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memorandum, documents, etc. with such agencies, as may be required and as permitted by law.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company."

By Order of the Board of Directors of
Rose Merc Limited

Sd/-
Vaishali Parkar Kumar
Managing 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@rosemerc.in
Website: www.rosemerc.in

Place: Mumbai,
Date: July 14, 2026

NOTES:

1. **The explanatory statement pursuant to the provisions of Section 102 and Section 110 of the Companies Act, 2013 and other applicable legal provisions, setting out material facts and reasons in relation to the special business set out in the notice above is annexed hereto.**

2. The Company would be sending this Postal Ballot Notice to all the members whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories as on ("Cut-off Date"). The Postal Ballot notice will also be sent through e-mail to all the Members, as on the cut-off date, who have registered their e-mail addresses with the Company/DepositoryParticipant("DP").

3. As permitted under the MCA Circulars, the Company is sending the Notice electronically to all the members whose e-mail addresses are registered with the Company or with the depositories/depository participants or with the Company's Registrar and Share Transfer Agent, and will not be sending the hard copy of the Notice along with postal ballot form and postage prepaid self -addressed business reply envelope to the members whose email address are not registered. To facilitate such members to receive this Notice electronically and cast their vote electronically, members who have not registered their email addresses with the Company can now register the same by sending an e-mail at info@rosemerc.in. Members holding shares in demat form are requested to register their e-mail addresses with their respective depository participant(s) only.

4. Members holding shares in physical form and who have not yet registered their e-mail addresses are requested to register the same with the Company by sending an e-mail to info@rosemerc.in. Members holding shares in electronic form are requested to get their e-mail addresses registered with their respective DP. Thereafter, the Company would endeavour to send the Postal Ballot Notice to such Members to enable them to cast their vote through e-voting.

5. A copy of this Postal Ballot Notice also be available on the Company's website www.rosemerc.in, website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and is also available on the website of NSDL (agency for providing the remote e-voting facility) i.e. and www.evoting.nsdl.com.

6. All members are requested to cast their votes only through remote e-voting as per the procedure.

7. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date.

8. The Remote E-voting period will commence on Wednesday, July 15, 2026, at 9:00 a.m. (IST) and will end on Thursday, August 13, 2026, at 5.00 p.m. (IST). During the said period, shareholders of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.

9. 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).

10. Members are requested to carefully read the instructions mentioned in the Postal Ballot Notice. Vote shall be casted by Members on or before Thursday, August 13, 2026, at 5.00 p.m. (IST). Any

response received from the Members after that shall be treated as if no response is received in terms of Rule 22(12) of the Management Rules.

11. Voting by e-voting, can be exercised only by the member or its duly constituted attorney or in case of body corporates, by the duly authorised person. A member cannot exercise his vote by proxy on postal ballot.

12. The resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at a duly convened general meeting of the members.

13. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date of e-voting i.e., Thursday, August 13, 2026.

14. Any member who did not receive the Notice may either send an email to info@rosemerc.in.

15. Procedure for registration of e-mail address by shareholders:-.

    Members holding shares in Physical mode, who have not registered their e-mail address with the company, may get their e-mail addresses registered with MUFG Intime India Private Limited. (Formally Link Intime India Pvt. Ltd.) (Registrar & Share Transfer Agent - RTA) by clicking on https://web.in.mpms.mufg.com/EmailReg/Email_Register.html in their web site www.mpms.mufg.com at the Investor Services tab by choosing the E mail / Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number, and e mail id and also upload the image of share certificate in PDF or JPEG format (upto 1 MB). In case of any query, a member may send an email to RTA at rnt.helpdesk@linkintime.co.in

    Members holding shares in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with RTA by clicking the link: https://web.in.mpms.mufg.com/EmailReg/Email_Register.html in their web site www.mpms.mufg.comat the Investor Services tab by choosing the E-mail Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to RTA at rnt.helpdesk@linkintime.co.in. For permanent registration of email address for members holding shares in Demat mode, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

The Members must read the detailed procedure on electronic voting provided below:

Pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act read with Rules 20 and 22 of the Management Rules, Regulation 44 of the Listing Regulations, MCA Circulars and SEBI Circulars, and any other applicable provisions, if any, the Company has extended remote e-voting facility to enable the members to cast their votes electronically through the remote e-voting services provided by NSDL.

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	Wednesday, July 15, 2026, at 9:00 A.M (IST)
End of remote e-voting	Thursday, August 13, 2026, at 5.00 P.M (IST)

The remote e-voting module shall be disabled by NSDL for voting at 5:00 pm (IST) on Thursday, August 13, 2026. Once the vote on the resolution is cast by a member, he or she will not be allowed to change it subsequently.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. 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 and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

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4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on
App Store Google Play
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<td>Individual Shareholders holding securities in demat mode with CDSL</td>
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1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.

2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.

3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will
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	authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode 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.com 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. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

<u>How to Log-in to NSDL e-Voting website?</u>

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csdeepakrane@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Prajakta, Assistant Manager at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@rosemerc.in.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to info@rosemerc.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

By Order of the Board of Directors of
Rose Merc Limited

Sd/-
Vaishali Parkar Kumar
Managing 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@rosemerc.in
Website: www.rosemerc.in

Place: Mumbai,
Date: July 14, 2026

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

Item No. 1:

Mr. Amitkumar Yogendra Singh (DIN: 07211331) has been appointed by the Board as an Additional Director (Executive) w.e.f. 14th July, 2026 to hold the office till the ensuing General Meeting, subject to the approval of shareholders. Hence, he is required to be regularized at this Meeting.

Mr. Amitkumar Yogendra Singh (DIN: 07211331) satisfies all the applicable conditions prescribed under the Act for appointment as a Director and is not disqualified from being appointed as a Director under Section 164 of the Act. Further, he has confirmed that he is not debarred from holding the office of Director by virtue of any order issued by the Securities and Exchange Board of India (SEBI) or any other statutory or regulatory authority.

The appointee shall devote his time and attention to the business and affairs of the Company and perform such duties and exercise such powers as may be assigned by the Board from time to time, in accordance with the terms and conditions of the Management Agreement dated 1st June, 2026, subject to the supervision, control and directions of the Board and in the best interests of the Company.

Further, in accordance with the terms of the Management Agreement, Mr. Amitkumar Yogendra Singh shall also be responsible for overseeing and managing the proposed FinTech Business Segment of the Company, including its establishment, development, operations, business strategy, technology implementation, regulatory compliance and such other matters as may be assigned by the Board from time to time.

Brief Profile of Mr. Amitkumar Yogendra Singh (DIN: 07211331) is mentioned in **Annexure I.**

Both the Nomination and Remuneration Committee and the Board were of the opinion, after evaluation of his qualifications, experience and other attributes, that his induction on the Board would be of immense benefit to the Company and it is desirable to avail his services as a Director to strengthen the management of the Company.

Broad particulars of the terms of appointment and remuneration payable to Mr. Amitkumar Yogendra Singh are as under:

1	Basic Salary	6,00,000 per annum
2	Insurance	As per the rules of the Company.
3	Leave	Leave with full pay and allowance as per the rules of the Company
4	Provident Fund	Contribution to Provident Fund/Annuity Fund/ Superannuation Fund or Allowance as per rules of the Company.
5	Gratuity	Gratuity in accordance with the rules of the Company.

The Board of Directors of the Company, therefore, recommends passing of the resolution as set out in Item No. 1 of the Notice above by way of Ordinary resolution.

None of the other Directors and Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested in the said resolution.

Item No. 2:

Mr. Santosh Sambhaji Gavade (DIN: 10591572) has been appointed by the Board as an Additional Independent Director w.e.f. 14th July, 2026 to hold the office till the ensuing General Meeting, subject to the approval of shareholders. Hence, he is required to be regularized at this Meeting.

Mr. Santosh Sambhaji Gavade (DIN: 10591572) satisfies all the applicable conditions prescribed under the Companies Act, 2013 for appointment as an Independent Director, is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has confirmed that he is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India (SEBI) or any other statutory authority.

Brief Profile of Mr. Santosh Sambhaji Gavade (DIN: 10591572) is mentioned in **Annexure II.**

Both the Nomination and Remuneration Committee and the Board were of the opinion, after evaluation of his qualifications, experience and other attributes, that his induction on the Board would be of immense benefit to the Company and it is desirable to avail his services as a Director to strengthen the management of the Company.

The Board of Directors of the Company, therefore, recommends passing of the resolution as set out in Item No. 2 of the Notice above by way of Special resolution.

Item No. 3:

The Board of Directors of the Company ("Board"), at its meeting held on July 14, 2026 after considering the Company's long-term business strategy and diversification plans, approved, subject to the approval of the Members by way of a Special Resolution and such other statutory and regulatory approvals as may be required, the alteration of Clause III (Objects) of the Memorandum of Association ("MOA") of the Company.

The Company intends to expand its business operations into the digital payments and financial technology sector. In furtherance of this objective, the Company proposes to undertake, inter alia, the business of Payment Aggregator, payment gateway services, payment processing, merchant acquiring support services, issuance and operation of Prepaid Payment Instruments ("PPIs") and other technology-enabled payment services. Accordingly, the Memorandum of Association is proposed to be amended to specifically authorise the Company to undertake such regulated activities, subject to obtaining the necessary approvals and authorisations from the RBI and other competent authorities.

The “Main Object” clause of the Memorandum of Association of the Company is being amended by:

A. Deletion of Existing Main Object Clauses:

- <u>Clause 6:</u> To carry on the business of manufacturers, designers, repairers, installers, merchants, importers, exporters, agent for sale and distributors of and dealers in water processing equipment’s and purifiers, and water softeners of every description, and all appliances equipment’s, materials, apparatus, articles and things required for use in connection therewith or in connection with the purifying, filtering, softening, storage and supply of water, and of and in water filtration, sterilization, sedimentation and softening, plant, machinery and materials, and reagent measuring apparatus, wet and dry feeders, zeolite and base exchange plant, heating, chlorinating and ozonizing apparatus of all kinds, importers, manufacturers of and dealers in chemicals, electrical, industrial and other preparation, articles and compounds and minerals, chemists and chemical manufacturers, and to make, build, construct, lay down and maintain water purification plant, reservoirs, waterworks, cisterns, culverts, filter beds, main and other pipes, and appliances, and to execute and do all other work and things necessary or convenient for obtaining storing, selling, delivering, measuring and distributing water.

- <u>Clause 7:</u> To generate, accumulate, transmit, distribute, purchase, sell and supply electric power or any other energy from conventional/non-conventional energy by Bio-Mass, Bio-Fuels, Hydro, Thermal, Gas, Air, Diesel oil, or through renewable energy sources, Wind mill or another means/ source on a commercial basis and to construct, lay down, establish, operate and maintain power/energy generating stations, including buildings, structures, works, machineries, equipment’s, cables, wires, lines, accumulators, lamps, and works and to undertake or to carry on the business of managing, owning, controlling, erecting, commissioning, operating, running, leasing or transferring Power plants and Plants based on conventional or non-conventional energy source, thermal power plants, atomic power plants, solar energy plants, wind energy plants, mechanical, electrical, hydel, civil engineering works, Boiler houses, steam Turbines, Switch Yards, Transformer Yards, Sub stations, Transmission Lines, Accumulators, Workshops. To carry on the business as consultants and Contractors in setting up of all types for production of Electrical energy.

The aforesaid businesses are no longer aligned with the Company's proposed business strategy and future operational requirements. Accordingly, it is proposed to delete the existing Clause III(A)(6) and Clause III(A)(7) of the Memorandum of Association.

B. Insertion of New Main Object Clauses:

To enable the Company to carry on regulated payment system activities and to obtain the necessary authorisations from the Reserve Bank of India, it is proposed to insert the following new Main Object Clauses in Clause III(A):

- Proposed Clause III(A)(4): To carry on the business as a Payment Aggregator ("PA"), subject to obtaining prior authorization from the Reserve Bank of India under Section 18 read with Section 10(2) of the Payments and Settlement Systems Act, 2007 and the applicable rules, regulations, guidelines, directions and notifications issued thereunder from time to time, for facilitating electronic and digital payment transactions for merchants, ecommerce platforms and other businesses; to provide payment aggregation, payment gateway, payment processing and other ancillary services; to enable the acceptance, authorization, processing, collection, pooling, settlement and transfer of payments through various payment instruments and digital payment channels; to facilitate integration between customers, merchants, acquiring banks, payment systems and other participants in the payment ecosystem; and to undertake all activities incidental or ancillary thereto, in accordance with the applicable laws and regulatory approvals.

- Proposed Clause III(A)(5): To apply for and obtain authorization from the Reserve Bank of India for issuing, operating and managing Prepaid Payment Instruments ("PPIs"), including but not limited to Closed, Semi-Closed and Open System Prepaid Payment Instruments, ewallets, co-branded wallets and such other prepaid payment instruments as may be permitted by the Reserve Bank of India from time to time, and to issue, operate, manage, distribute, process, reload, redeem, settle and administer such instruments, together with all related payment, collection, settlement, technology-enabled and ancillary services, subject to the applicable laws, regulations, guidelines, directions and approvals issued by the Reserve Bank of India and other competent authorities from time to time.

- Proposed Clause III(A)(6): To carry on the business of providing online, real-time electronic transaction processing, payment switching, payment routing, payment authentication, financial and non-financial transaction processing, payment gateway services, merchant acquiring support services and other technology-enabled payment solutions through multiple delivery channels and payment systems, including internet platforms, mobile applications, Point of Sale (POS) terminals, Automated Teller Machines (ATMs), QR code-based payment systems, Unified Payments Interface (UPI), cards, net banking and such other digital payment mechanisms as may be permitted by law, in India and abroad, subject to obtaining the requisite statutory, regulatory and governmental approvals wherever required.

C. Alteration of Incidental or Ancillary Object Clauses

The Board has also approved amendments to certain clauses under Clause III(B) (Objects Incidental or Ancillary to the Attainment of the Main Objects) of the Memorandum of Association. These amendments are primarily intended to align the Memorandum of Association with the provisions of the Companies Act, 2013 and the current legal and regulatory framework.

Accordingly, the existing clauses are proposed to be substituted with the following clauses:

- Clause No. 17: To enter into and carry into effect any arrangement for the merger or amalgamation of the company with any other company or for the merger or amalgamation of any other company with this company or to enter into partnership or into any arrangement for joint working in business or for sharing profits, union of interests, cooperation, joint venture or reciprocal concession or otherwise with any person, firm or company carrying on or engaged in or about to carry on or engage in any business or transaction which the company is authorised to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the company.

- Clause No. 35A: Subject to the applicable provisions of the Companies Act, 2013 and the Rules made thereunder..."and the directives of Reserve Bank of India to borrow or raise money or to receive money or deposit or loan at interest or otherwise in such manner at the company may think fit and in particular by the issue of promissory notes, bill of exchange and/or debentures, or debenture stock(perpetual or otherwise)and/or other bonds whether convertible into shares of this or any other Company or not and to secure the repayment of any such money borrowed, raised or received, growing by mortgage, pledge charge or lien upon all or any of the property, assets or revenue of the Company (both present and future) including its uncalled capital and to give the lenders or creditors the power of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities and to also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or other person, firm or Company of any obligation undertaken by the company or any other person firm or company as the case may be

- Clause No. 35B: To borrow or take loans from individuals firms, Companies corporations, financing houses, Government and Semi-Government institution and to secure repayment thereof in such manner as may be thought fit subject to the applicable provisions of the Companies Act, 2013 and the rules made thereunder, the applicable directions of the Reserve Bank of India and other applicable laws for the time being in force.

- Clause No. 48: To distribute in specie or otherwise, as may be resolved, any property or assets of the Company or the proceeds of sale or disposal of any property or assets of the Company, including the shares, debentures or other securities of any other company formed or incorporated for the purpose of acquiring or taking over the whole or any part of the assets, business or liabilities of the Company, subject to the applicable provisions of the Companies Act, 2013 and other applicable laws, in the event of the winding up of the Company.

- Clause No. 60: To support, contribute, donate, subscribe or otherwise provide, in cash or in kind, to any individual, body of individuals, charitable, religious, educational, scientific, social, cultural or other public institutions, trusts, funds, clubs, societies, associations or other organisations for any lawful purpose, subject to the applicable provisions of the Companies Act, 2013, the rules made thereunder and other applicable laws for the time being in force.

Pursuant to Sections 4 and 13 of the Companies Act, 2013, alteration of the Memorandum of Association requires the approval of the Members by way of a Special Resolution.

Copies of the existing Memorandum of Association together with the proposed amended Memorandum of Association incorporating the above changes shall be available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the Extraordinary General Meeting and shall also be made available electronically upon request.

The Board of Directors is of the opinion that the proposed alterations are in the best interests of the Company and its Members and accordingly recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their respective shareholding, if any, in the Company.

Item No. 4:

In this era of globalisation and competition, it is important for the organisation to maintain and improve its employees' performance to ensure the progress and competitiveness. The Company believes that to attract skilled employees and to improve performance of the employees, it is essential to motivate them as it brings in higher productivity and energy to achieve other organisational goals. This has necessitated in bringing out a meaningful reward strategy for attraction of new talents and retention of both existing and new critical resources instrumental for sustained corporate growth.

The Company believes that equity-based compensation schemes are effective tools to motivate and reward the talents working exclusively with the Company. With a view to achieve the aforesaid objectives, to create an employee co-ownership and to encourage them in aligning their individual goals with that of the Company, the Company has implemented an employee stock option scheme, namely, 'RML Employee Stock Option II 2023' ("RML ESOP II – 2023") seeking to cover eligible employees of the Company.

As per the provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations"), the Company seeks your approval for grant of the Options to:

(1) Mr. Jaymin Bipinchandra Patel, a Senior Vice President– Marketing of Rose Merc Limited to the maximum extent of 3,50,000 (Three Lakhs and Fifty Thousand) Employee Stock Options (hereinafter referred to as the "Options"), in one or more tranches, during the Financial Year 2026-2027, which exceeds 1% of the issued share capital of the Company; and

The main features of the Plan are as under:

a) Brief description of the Plan

The Company has to introduce the RML ESOP II – 2023 with a view to attract, retain, incentivise and motivate employees and directors of the Company.

The Plan contemplates grant of employee stock options ("Options") to an identified list of employees (herein after referred to as "eligible employees"), in due compliance of SEBI SBEB Regulations. After vesting, the eligible employees earn a right (but not obligation) to exercise the vested Options within the predefined exercise period.

The Compensation Committee administers the Plan. All questions of interpretation of the Plan is determined by the Compensation Committee and such determination shall be final and binding upon all the persons having an interest in the Plan. The Company shall issue equity shares upon exercise subject to payment of exercise price and satisfaction of consequential tax obligations.

The Company shall have the right to deduct from the Option grantee's salary or recover any of the Option grantee's tax obligations arising in connection with the transactions in respect of the Options or Shares acquired upon the exercise thereof.

b) Total number of options to be offered and granted:

The total number of Options to be granted under RML ESOP II– 2023 does not exceed 3,50,000 (Three Lakhs and Fifty Thousand) Employee Stock Options convertible in to not more than 3,50,000 (Three Lakhs and Fifty Thousand) Equity Shares having a face value of Rs.10/- (Rupees Ten Only) each fully paid up, with each such Option conferring a right upon the employee to be issued one Share of the Company, in accordance with the terms and conditions of such issue.

c) Under the RML ESOP II – 2023, The Compensation Committee and the Board of Directors the Company ("Board") at their respective meetings held on July 14, 2026 have approved the below mentioned grants of options subject to approval of the shareholders.

(1) Mr. Jaymin Bipinchandra Patel, a Senior Vice President– Marketing of Rose Merc Limited to the maximum extent of 3,50,000 (Three Lakhs and Fifty Thousand) Employee Stock Options (hereinafter referred to as the "Options"), in one or more tranches, during the Financial Year 2026-2027, which exceeds 1% of the issued share capital of the Company; and

The SEBI SBEB Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, split of Shares and consolidation of Shares, merger & amalgamation / reconstitution / amalgamation / sell of divisions or otherwise, a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the Compensation Committee shall adjust the number and exercise price of the Options granted in such a manner that the total value of the Options granted under ESOP Plan II 2023 remain the same after any such corporate action. Accordingly, if any additional Options are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the ceiling of 3,50,000 (Three Lakhs and Fifty Thousand) shall be deemed to be increased to the extent of such additional Options issued.

The Plan shall continue to be in force until earlier of:

i. August 31, 2033; or

ii. The date all the Options reserved under the Plan are granted and exercised; or

iii. The date of termination, if any, of the Plan.

d) Identification of classes of Employees entitled to participate in Plan be beneficiaries in the scheme

The List of the specific Employees to whom the Stock Options are to be granted and the quantum of the Stock Options to be granted, as approved by the Compensation Committee and the Board of Directors are as under:

(1) Mr. Jaymin Bipinchandra Patel, a Senior Vice President– Marketing of Rose Merc Limited to the maximum extent of 3,50,000 (Three Lakhs and Fifty Thousand) Employee Stock Options (hereinafter referred to as the "Options"), in one or more tranches, during the Financial Year 2026-2027, which exceeds 1% of the issued share capital of the Company ; and

e) Requirements of vesting and period of vesting:

100% of the Options granted under the Plan would vest at the completion of the Period of 1 (One) year from the date of grant of such Options.

Options granted would vest essentially on the basis of continuation of employment / service as on relevant date of vesting as a pre-requisite condition, provided that the eligible Employee is not under any notice of resignation or termination.

In case of death and permanent incapacity of an eligible Employee in employment or service, condition of minimum vesting period of 1 (One) year shall not apply, in which case all the Options granted up to the death or permanent incapacity, as the case may be, shall vest as on date of such event.

f) Maximum period within which the Options shall be vested

Options granted under the Plan would vest at the completion of the Period of 1 (One) year from the date of grant of such Options

g) Exercise price or pricing formula:

The exercise price shall be determined on the date of the grant as may be decided by the Compensation Committee at its discretion from time to time. However, the Exercise Price shall not be less than the face value of the Shares. The exercise period would commence from the date of vesting and will expire on completion of four (Four) year from the date of respective vesting or such other period as may be decided by the Compensation Committee, from time to time.

h) Appraisal process for determining the eligibility of Employees under Plan:

Only the Employees within the meaning of this Plan are eligible for being granted Stock Options under ESOP II 2023 depending upon the designation and the appraisal / assessment process. The list of identified employees to whom the stock options be granted and the quantum of the stock options is approved by the Compensation Committee as mentioned in point no.(c) herein above.

i) Maximum number of options to be issued per employee and in aggregate:

The maximum number of Options that shall be granted to each Employee shall vary depending upon the designation and the appraisal / assessment process, however shall not exceed 15,00,000 (Fifteen Lakhs) Options per eligible Employee, however the Compensation Committee reserves the right to decide the number of Options to be granted and the maximum number of Options that can be granted to each employee within this ceiling.

j) Maximum quantum of benefits to be provided per employee under the Plan:

No benefit other than by way of grant of Options is envisaged under the Plan

k) Whether the Scheme is to be implemented and administered directly by the company or through a trust:

The Plan is implemented and administered directly by Company.

l) Whether the scheme involves new issue of shares by the company or secondary acquisition by the trust or both:

RML ESOP II – 2023 envisages issue of primary shares against exercise of vested Options

m) Amount of loan to be provided for implementation of the scheme by the Company to the trust, its tenure, utilisation, repayment terms, etc.:

This is currently not contemplated under the present Plan.

n) Maximum percentage of secondary acquisition:

RML ESOP II – 2023 envisages issue of primary shares and there is no contemplation of secondary acquisition.

o) Accounting and Disclosure Policies:

The Company shall follow the laws / regulations applicable to accounting and disclosure related to Employee Stock Options and Accounting Standard IND AS 102 on Share based payments and / or any relevant Accounting Standards as may be prescribed by the competent authorities from time to time, including the disclosure requirements prescribed therein in due compliance with the requirements of Regulation 15 of the SEBI SBEB Regulations.

p) Method of Option valuation:

The Company shall adopt ‘fair value method’ for valuation of the Options as prescribed under guidance note or under any relevant accounting standard notified by the appropriate authorities from time to time.

q) Declaration:

As the company is adopting fair value method, there is no requirement to compute the difference between intrinsic value and face value. Therefore, there is no requirement for disclosure in Directors' report. Further, in case the Company opts for expensing of share based employee benefits using the intrinsic value method, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognised if it had used the fair value, shall be disclosed in the Directors' Report and the impact of this difference on profits and on earnings per share ("EPS") of the Company shall also be disclosed in the Directors' Report.

r) Period of lock-in:

The Shares issued upon exercise of the Options shall be freely transferable and shall not be subject to any lock-in period restriction after such allotment and credit to the respective demat account; however the same shall be subject to such restrictions as may be prescribed under applicable laws including the Company's Code of Conduct for prevention of Insider Trading, to regulate, monitor and report trading by insiders, under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended.

s) Terms and conditions for buyback, if any, of specified securities covered granted under the Plan:

Subject to the provisions of the prevailing applicable laws, the Compensation Committee shall determine the procedure for buy-back of the Options granted under the Plan if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

On the Recommendation of the Compensation Committee & Board of Directors, the consent of the shareholders is being sought pursuant grant of Options to identified employees, during the Financial Year 2026-2027, which exceeds 1% of the issued share capital of the Company.

In light of above, you are requested to accord your approval to the Special Resolutions as set out at Item No. 4 of the accompanying Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financial or otherwise, in the said resolution, except to the extent of their shareholding in the Company.

Item No. 5:

The Board of Directors at its meeting held on 14 July 2026 approved, subject to the approval of shareholders and other applicable approvals, the proposal for granting an inter-corporate loan of up to ₹10 Crores to Virtual Gain Technologies Private Limited ("VGTPL"), a Board-controlled subsidiary of the Company.

VGTPL is engaged in technology-driven business activities and requires financial assistance to meet its working capital requirements and support its business operations. The Board believes that extending financial support to the subsidiary is in the strategic interest of the Company and will facilitate the growth and operational expansion of the subsidiary, thereby creating long-term value for the Company and its shareholders.

The proposed transaction constitutes a Related Party Transaction under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as the borrower is a Board-controlled subsidiary of the Company.

The Audit Committee has reviewed the proposal and recommended the same to the Board. The Board has also approved the transaction subject to approval of the Members wherever required under the Companies Act, 2013 and SEBI (LODR) Regulations.

The transaction will be undertaken on terms which are fair, reasonable and in the ordinary course of business of the borrowing entity. The interest rate proposed is considered commercially reasonable and beneficial to the Company.

In light of above, you are requested to accord your approval to the Special Resolutions as set out at Item No. 5 of the accompanying Notice.

None of the Directors, Key Managerial Personnel, or their relatives, except as may be considered related parties, are concerned or interested in the resolution.

Item No. 6 & 7

To expand the business operations and to meet the increased fund requirements of the Company, the Board of Directors at their meeting held on July 14, 2026 has considered and approved (subject to the approval of the members of the Company and such other approvals as may be required) the proposal for raising funds by way of issuance of Equity Shares on a preferential basis to non-promoters as mentioned in the resolution nos. 6 & 7.

Since our Company is a listed Company, the proposed Preferential Issue is being undertaken in compliance with the provisions of the SEBI (ICDR) Regulations 2018 (as amended), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (as amended), and other applicable provisions, if any, and Sections 42 and 62(1) of the Companies Act, 2013, read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014.

The information as required under SEBI (ICDR) Regulations 2018 and as per the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are given below:

As per Section 42, 62, and 108 of the Companies Act, 2013, approval of shareholders passed through E-Voting is required for Issue of Equity Shares on preferential basis and hence the resolution is placed before the shareholders. In terms of the provisions of the Companies Act, 2013 and as per Regulation 163 and other applicable regulation of Chapter V – Preferential Issue of SEBI ICDR Regulations, the required disclosures regarding proposed issue are as under: -

1. **Object(s) of the Issue and particulars of the offer:**

Our Company has proposed to raise a sum of Rs. 8,15,49,990/- through the proposed preferential issue. The said funds are proposed to be utilized as follows:

(Amount in Rupees)

Sr. No.	Utilization Head	Estimated Amount	Utilization Period
1	Payment of balance purchase consideration towards acquisition of strategic holding in Emirates Holding FZE LLC (Fujairah, UAE)	6,00,00,000.00	Our company proposes utilizing the all the proceeds received, within a period of 1(one) year from the end of the period of 18 months from the date of allotment equity warrants.
2	Investment in / Loan to Subsidiaries / Associates	1,50,00,000.00	
3	General Corporate Purpose and other miscellaneous expenses	65,49,990.00	
	Total	**8,15,49,990.00**	

Notes:

1. The above objects are proposed to be financed from the proceeds proposed to be raised from the proposed issue of 300000 equity shares and 606111 equity warrants (convertible into equity shares) on preferential basis. The amount utilized for General Corporate Purposes shall not exceed 25% of the Gross Proceeds of the Issue, in accordance with the SEBI ICDR Regulations.

2. The above stated funds shall be utilized within a period of one year from the date of receipt of the subscription amount.

Details of the Objects of the Issue

The details of each Object of the Issue are outlined below:

1. **Payment of balance purchase consideration towards acquisition of strategic holding in Emirates Holding FZE LLC (Fujairah, UAE)**

   Our Company had upon receipt of its Board approval in the its meeting held on December 12, 2025, executed an non-binding Letter of Intent for acquisition of 30% holding in Emirates Holding FZE LLC (Fujairah, UAE). Pursuant to the said agreement, our Company had to pay sum of AED 1,08,69,540.00. Our Company has already made a payment of AED 35,38,920. The balance payment of AED 73,30,620 equivalent to Rs. 18,32,65,500.00 (at a conversion rate of AED 1 = Rs. 25) is proposed to be paid from the proceeds of this preferential issue

2. **Investment in / Loan to Subsidiaries / Associates**

   The Company proposes to raise funds to invest in, and provide loans to, its subsidiaries and associates to support their growth and operations. These funds will be used for working capital, new projects, and business expansion. Providing capital to group companies will improve their financial strength and help them execute expansion plans quickly. This will support stronger consolidated performance and create long-term value for shareholders.

3. **General Corporate Purpose and other miscellaneous expenses**

   Our Company will be required to incur issue related expenses such regulatory fees, professional charges, filing fees, depository charges, etc. for the proposed preferential issue. These issue related expenses are also proposed to utilized from the proceeds raised from the proposed preferential issue. The balance funds is any will be utilized for meeting exigencies and general corporate requirements, including but not limited to working capital, strategic initiatives, brand building, strengthening of our marketing capabilities, meeting ongoing general administrative expenditures, or any other purpose as may be approved by our Board of Directors, in compliance with the statutory and regulatory provisions. This allocation will help improve our Company's operational flexibility and provide a buffer for contingencies. The payments made / amounts spent under the heading "General Corporate Purpose and other miscellaneous expenses" shall be in compliance with the applicable laws and regulations.

Utilisation Of Funds

The proposed preferential issue envisages issue of equity shares as well as equity warrants (convertible into equivalent number of equity share) of the Company. As per the SEBI ICDR Regulations, 2018, a subscriber has to:

(a) pay upfront full consideration towards subscription of equity shares;

(b) pay atleast 25% of the consideration amount upfront for allotment of the said equity warrants; and
(c) balance 75% of the consideration amount can be anytime on or before the completion of 18 months from the date of allotment equity warrants.

In view of the above, it will be observed that the proceeds will be received by our Company in a phased manner. Thus, Our company proposes utilizing the all the proceeds received, within a period of 1(one) year from the end of the period of 18 months from the date of allotment equity warrants.

Interim use of proceeds

Pending the utilisation of the proceeds towards the purposes described above, our Company intends to deposit the proceeds in one or more scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934 or to temporarily invest the funds in creditworthy instruments, including money market/mutual funds, as approved by the Board and/or a duly authorized committee of the Board, from time to time, and in accordance with applicable laws.

2. **Kind of Securities**: Equity Shares and Equity Warrants (Convertible into equivalent number of equity shares of the Company).

3. **Maximum number of specified securities to be issued, and the price at which security is being offered:**

The Company intends to issue securities of the Company in the following manner:

a. 3,00,000 Equity shares of face value Rs.10/- per share and
b. 6,06,111 Warrants convertible into equivalent number of equity shares of face value Rs.10/- per share.

Thus, based on assumption that all the Warrants will be fully subscribed and converted into equivalent number of equity shares of face value Rs.10/- of the Company within the prescribed tenure, the Company intends to issue a maximum of 6,06,111 equity shares of face value Rs.10/- each as stated above.

4. **Amount which the company intends to raise by way of such securities.**

Our Company intends to raise Rs. 8,15,49,990 /- (Rupees Eight Crores Fifty Lakhs Fifty only) by way of issue of 9,06,111 equity shares of the Company on preferential Basis to Non-Promoters.

5. **Intention of promoters / directors / key managerial personnel to subscribe to the offer:**

None of the other Directors / Key Management Personnel has the intention to subscribe to the offer.

6. **The shareholding pattern before and after completion of the proposed preferential issue would be as under:-**

SR. NO.	CATEGORY	PRE-ISSUE EQUITY		POST-ISSUE EQUITY	
		No. of Shares Held	% of Share Holding	No. of Shares Held	% of Share Holding
A	**Promoters' holding:**				
	Individual	18311	0.29	18311	0.26
	Bodies Corporate	0		0	0

	Sub Total (A)	18311	0.29	18311	0.26
B	**Non-Promoters' holding:**				
1	**Institutional Investors**				
	Institutional Domestic	**0**	0.00	**0**	0.00
	Institutional Foreign	**0**	0.00	**0**	0.00
	Sub Total (B)	**0**	0.00	**0**	0.00
2	**Non Institutional Investors**				
	Bodies Corporate	753605	12.12	1053605	14.79
	Directors and Relatives	1181485	19.01	1331485	18.69
	Indian Public	3540649	56.96	3996760	56.11
	Others [including HUF, NRI, IEPF Authorities, etc.]	722357	11.62	722357	10.14
	Sub Total (C)	**6198096**	**99.71**	**7104207**	**99.74**
	GRAND TOTAL (A+B+C)	**6216407**	**100.00**	**7122518**	**100.00**

Note 1*: The above shareholding pattern has been prepared on the basis of the Benpos data dated July 13, 2026 provided by the Registrar and Share Transfer Agent.*

Note 2: *The pre issue shareholding percentage is determined considering existing capital of* 62,16,407 *equity shares plus the following:*

(a) 27,778 equity shares issued and allotted on May 12, 2026, for which listing approval is under process.

(b) 1,74,445 equity shares issued and allotted on June 5, 2026, for which listing approval is under process.

(c) 1,43,000 equity Shares allotted on June 20, 2026 to the grantees upon exercise of stock options under "RML Employee Stock Option Plan 2024" ("RML ESOP 2024") for which Listing approval is under process.

(d) 71,000 equity Shares allotted on June 30, 2026 to the grantees upon exercise of stock options under "RML Employee Stock Option Plan 2024" ("RML ESOP 2024") for which Listing approval is under process.

(e) 40,000 equity Shares allotted on July 7, 2026 to the grantees upon exercise of stock options under "RML Employee Stock Option Plan II, 2023" ("RML ESOP II - 2023") for which Listing approval is under process

(f) 1,84,500 equity Shares allotted on July 7, 2026 to the grantees upon exercise of stock options under "RML Employee Stock Option Plan 2024" ("RML ESOP 2024") for which Listing approval is under process.

(g) 3,00,000 equity shares proposed to be issued and allotted under the present issue will be fully subscribed and allotted.

(h) 6,06,111 warrants proposed to be issued and allotted under the present issue will be fully subscribed and will be fully converted into equivalent number of equity shares of the Company.

7. Proposed time within which the preferential issue shall be completed:

The Company shall complete the allotment of the Equity Shares and Convertible Warrants within a period of 15 (fifteen) days from the later of:

(i) date of the approval of this special resolution; or

(ii) receipt of last of the approval/permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the in-principle approval of the Stock Exchanges for issuance of the securities stated above to the Proposed Allottees).

Further, upon exercise of option to convert the warrant into equity shares by the proposed allottees, the Company shall issue and allot equivalent number of equity shares of the company within fifteen days of such exercise of conversion of warrant.

8. **The name of the proposed allottees, the identities of the persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them:**

Sr. No.	Details of subscriber	Ultimate beneficial owner of the proposed allottee(s)	Pre-Issue			Proposed Allotment	Post-Issue (Refer Note # below this table)		
			Category	No. of Shares	Percentage holding (%)		Category	No. of Shares	Percentage holding (%)
1	Zclus (India) Limited	Jayashree Pawar	Non-Promoter	0	0	3,00,000 (equity)	Non-Promoter	3,00,000	3.86
2	Bhupendra Ramashrya Lal Sinha	Individual	Non-Promoter	0	0	50,000	Non-Promoter	50,000	0.64
3	Pramod Govind Agare	Individual	Non-Promoter	146	0	5,000	Non-Promoter	5,146	0.07
4	Aryan Arunkumar Hegde	Individual	Non-Promoter	0	0	29,165	Non-Promoter	29,165	0.38
5	Ankit Malik	Individual	Non-Promoter	0	0	24,000	Non-Promoter	24,000	0.31
6	Sunil Malik	Individual	Non-Promoter	0	0	5,169	Non-Promoter	5,169	0.07
7	Julee Hitesh Rathod	Individual	Non-Promoter	0	0	15,111	Non-Promoter	15,111	0.19
8	Ramawatar Babulal Jajodia	Individual	Non-Promoter	0	0	1,61,000	Non-Promoter	1,61,000	2.07
9	Amitkumar Yogendra Singh	Individual	Non-Promoter	55,556	0.89	1,50,000	Non-Promoter	2,05,556	2.65
10	Niti Trivedi	Individual	Non-Promoter	55,556	0.89	1,50,000	Non-Promoter	2,05,556	2.65
11	Barot Ajaykumar Kanubhai	Individual	Non-Promoter	0	0	16,666	Non-Promoter	16,666	0.21
	Total			**111258**	**1.78**	**9,06,111**		**1017369**	**13.10**

Note #: Please refer NOTES to Table under the heading "Item 6. The shareholding pattern before and after completion of the proposed preferential issue would be as under" above.

9. **In terms of SEBI (ICDR) Regulations, 2018, the Company hereby undertakes that:**

i. In case of convertible warrants, the respective proposed allottees have to pay an amount equivalent to 25% of the offer price of the Equity Warrants at the time of making the application for convertible warrants, which amount will be kept by the Company as a deposit to be adjusted and appropriated against the price of the convertible warrants payable by the subscribers of convertible warrants at the time of exercising the option;

ii. The balance 75% of the offer price shall be payable at the time of exercise of option to convert the Equity Warrants into equity shares of face value Rs.10/- per share of the Company;

iii. Each Equity Warrants shall be convertible into one (1) equity share of face value of Rs.10/- per share;

iv. The equity shares allotted, upon Equity Warrants to be issued on preferential basis to above allottee, shall be locked in for the period as prescribed under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018;

v. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the underlying Equity Shares shall continue to be locked- in till the time such amount is paid by the proposed allottees; and

vi. The issue of the Equity shares and Equity Warrants arising from the exercise of the option under the Warrants in the manner aforesaid, shall be governed by the respective provisions of the Companies Act, 2013, the Memorandum & Articles of Association of the Company and also the Guidelines/Regulations issued by SEBI or any other authority as the case may be, or any modifications thereof.

10. Wilful Defaulter or Fraudulent Borrower:

Neither the issuer nor any of or its promoters or directors are wilful defaulters or fraudulent borrowers.

11. Pricing of Preferential Issue:

The Board has fixed the price of Rs 90/- (Rupees Ninety only) per equity share as the issue price. This is higher than the price determined in terms of Regulation 164(1) of the ICDR Regulations. The pricing certificate is issued by CS Deepak Rane, Practicing Company Secretary (Membership No. 24110 CP No. 8717), having their office at A/616, Trimurttkrupa CHS., Eksar Road, Borivali west Mumbai The pricing certificate is available on website of the company at www.rosemerc.in. The said pricing certificate shall also be available for inspection at the registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M.

Basis on which the price would be arrived at:

The Equity Shares of the Company are listed on BSE Limited ("Stock Exchanges"). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and the same has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

In terms of the applicable provisions of the Chapter V of SEBI (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022, the minimum price for the preferential issue of each equity shares to be issued shall be a price, being higher of the following:

i. Average of 90 trading days of volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date is Rs.65.01;

or

ii. Average of 10 trading days of volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date is Rs. 63.10.

Further, the pricing certificate is issued by CS Deepak Rane, Practicing Company Secretary (Membership No. 24110 CP No. 8717), having their office at A/616, Trimurttkrupa CHS., Eksar Road, Borivali West, Mumbai 400091, who has undertaken the exercise of determining the pricing of the equity shares of the Company for issuance of equity shares through preferential allotment, has determined the floor price per equity share of the Company at Rs.65.01-. The pricing certificate is displayed on the website of the company at the www.rosemerc.in.

The Board has fixed the floor price as Rs. 90/- per Equity shares and convertible Warrants including premium of Rs. 80/- per share) and the said price fixed by the Board is higher than the above price determined in terms Regulations 164 of SEBI ICDR Regulation and other applicable provisions.

12. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable

13. Relevant Date

In terms of the provisions of Chapter V of the ICDR Regulations, relevant date for determining the floor price for this Preferential Allotment of equity shares and warrants of the Company is determined to be Tuesday, July 14, 2026, the date 30 (thirty) days prior to the date of closure of voting process through Postal Ballot i.e. August 13, 2026, to approve this offer;

14. Change in control if any consequent to preferential issue

The existing Promoters of the Company will continue to be in control of the Company and there will be no change in the management or control of the Company as a result of the proposed preferential issue.

15. Listing of the proposed shares:

The Company shall make an application to BSE Limited for listing and trading approvals for the Equity Shares to be issued and allotted upon exercise of the Warrants by the Warrant Holders, in accordance with the SEBI Listing Regulations and all other applicable laws.

16. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

Sr. No.	Name of the Allottee	No. of Equity Securities Grant of Employee Stock Options	Warrants Allotted	Warrants convertible into equivalent number of equity shares allotted	Equity Shares allotted	Offer Price at which allotted (Rs.)
1.	Omprakash Singh	-	-	40000	-	90
2.	Punam Arora	-	-	51000	-	90
3.	Kirti Chunilal Savla	-	-	11,111	-	90
4.	Sachin Deshpande	-	-	50,000	-	90
5.	Ravindra Hareshwar Churi	-	-	250	-	90
6.	Siddharth Pramod Bhatkar	-	-	250	-	90
7.	Dattatray Rajaram Jadhav	-	-	250	-	90
8.	Bharat Ramdas Karnik	-	-	500	-	90
9.	Salil Divakar Deshpande	-	-	50,000	-	90
10.	Vikas Pandurang Kolarkar		-	27,778	-	90
11.	Amitkumar Yogendra Singh	-	-	55,556	-	90
12.	Niti Trivedi	-	-	55,556	-	90

13.	Vijay Acharya	-	-	13,333	-	90
14.	Vikas Kamlakar Phadnis	-	-	50,000	-	90
15.	Bijal Gandhi	15,000	-	-	-	50
16.	Harshee Haria	18,000	-	-	-	50
17.	Vaishali Parkar Kumar	90,000	-	-	-	50
18.	Eshwari Shelatkar	20,000	-	-	-	50
19.	Bijal Gandhi	15,000	-	-	-	50
20.	Harshee Haria	56,000	-	-	-	50
21.	Vaishali Parkar Kumar	50,000	-	-	-	50
22.	Eshwari Shelatkar	40,000	-	-	-	50
23.	Harshee Haria	68,000	-	-	-	50
24.	Dilip Suresh Ambekar	40,000	-	-	-	50

17. Undertakings:

(a) The Issuer Company undertakes that it shall re-compute the price of the specified securities, in terms of the provisions of SEBI (ICDR) Regulations, 2018, as amended, where it is required to do so.

(b) The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the specified securities issued shall continue to be locked–in till the time such amount is paid by the allottees.

(c) The entire pre-preferential holding, if any, of the proposed allottees shall be locked in for the period as prescribed under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018.

18. Lock-in period

The specified securities shall be subject to Lock-in as provided under the provisions of SEBI ICDR Regulations, 2018. The entire pre preferential shareholding of the above allottees shall be locked-in from the relevant date up to the period of 90 trading days from the date of trading approval as per Regulation 167 of the ICDR Regulations as may be applicable.

19. Certificate from CS Deepak Rane, Practising Company Secretary.

A copy of the certificate, from CS Deepak Rane, Practicing Company Secretary (Membership No. 24110 CP No. 8717), having their office at A/616, Trimurttkrupa CHS., Eksar Road, Borivali west Mumbai 400091, certifying that the issue of Warrants on preferential basis is being made in accordance with requirements of Chapter V of the SEBI ICDR Regulations, 2018 shall be available for inspection at the Registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M. The said Certificate will be uploaded on the website of the Company at www.rosemerc.in.

20. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

None of Directors, Key Managerial Persons or their relatives are concerned or interested in the above referred resolution to the extent of their shareholding in the Company and the proposed allotment.

21. Other disclosures

In accordance with SEBI ICDR Regulations,

i. Neither the Company nor any of its Promoters and Directors has been declared as a wilful defaulter or a fraudulent borrower or a fugitive economic offender.

ii. The pre- preferential holding of the proposed allottees are in dematerialized form.

iii. The issue and allotment of equity shares and convertible warrants into equity shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, 2013 and relevant regulations of SEBI (ICDR) Regulations and shall be made in a dematerialized form only.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors recommends the passing of the resolution as set out in Item No.1&2 as special resolution for your approval.

By Order of the Board of Directors of
Rose Merc Limited

Sd/-
Vaishali Parkar Kumar
Managing 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@rosemerc.in
Website: www.rosemerc.in

Place: Mumbai,
Date: July 14, 2026

	Annexure I	Annexure II
Name of Appointees	Mr. Amitkumar Yogendra Singh	Mr. Santosh Sambhaji Gavade
DIN	07211331	10591572
Designation	Executive Director	Independent Director
Date of Birth	08/10/1993	20/02/1971
Nationality	Indian	Indian
Date of first appointment on Board	14th July, 2026	14th July, 2026
Qualification and experience in specific functional area	Bachelor of Technology (B.Tech.) completed in 2015. Experience in Specific Functional Area: Mr. Amitkumar Yogendra Singh has over 10 years of professional experience in technology development, fintech solutions, real estate technology, and Web3 ecosystems. He has been actively involved in designing and implementing technology-enabled business solutions, digital financial platforms, and blockchain-based applications. His expertise includes product development, technology strategy, business process automation, and digital transformation. He has successfully managed projects across India and the UAE, bringing valuable international business exposure. His functional expertise extends to innovation management, technology integration, and scaling digital businesses. He possesses strong leadership capabilities in driving technology initiatives and delivering sustainable business value.	MBA-Finance, LL.B., B.com Overall 34 years' total experience, independent handling civil litigations including as an Arbitrator, Mediator, heading Indirect Taxation / GST function in reputed corporates for about 22 years.
Name(s) of the other Companies in which directorship held as on Date of AGM	1. Impexicom Private Limited 2. Virtual Gain Technologies Private Limited 3. Bosskiln Bricks Private Limited 4. Virtual Block Innovations Private Limited 5. Pragriha Design Private Limited 6. Fynzon Tech India Private 7. Mac Hawks LLP	1. Parshuram Creative Craft Private Limited.

Membership/ Chairmanship of the Committees in other companies as on date of AGM.	N.A	N.A
Listed Entities from which resigned as Director in past 3 years	N.A	N.A
Skills and capabilities required for the role and manner in which he/she meets such requirements	possesses the requisite core skills, capabilities and competencies as required in context of the business of the Company	possesses the requisite core skills, capabilities and competencies as required in context of the business of the Company
Shareholding of Director	N.A	90000 Shares
The number of meetings of the Board attended during the year (2025-26)	N.A	N.A
Key terms and conditions of appointment	As per resolution in this Notice read with the explanatory statement thereto	As per resolution in this Notice read with the explanatory statement thereto
Remuneration proposed to be paid	Maximum up to the ceiling limit prescribed under the Companies Act, 2013	Eligible for sitting fees as approved
Last drawn Remuneration	NIL	NIL
Relationship with other directors and key managerial personnel	N.A	N.A
Justification for choosing the appointees for appointment as an Independent Directors/ skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	As per Explanatory Statement to the resolution set out in the Notice of Postal Ballot	As per Explanatory Statement to the resolution set out in the Notice of Postal Ballot
Brief resume of the Director	Mr. Amitkumar Yogendra Singh is a technology entrepreneur with over a decade of experience in developing and scaling innovative business ventures across India and the UAE. He completed his Bachelor of Technology (B.Tech.) in 2015 and has since been actively engaged in the fields of technology development, fintech, real estate, and Web3 technologies. He has played a key role in conceptualizing and implementing technology-driven solutions for businesses. His expertise	Mr. Santosh Sambhaji Gavade is currently Free Lancer – Legal Practitioner, Arbitrator, Mediator, Advocate – Litigation as well as Documentation Working for last 12 years appearing in Court on Original Side, Appellate side (Civil) High Court, Bombay with respect to Civil/Commercial Matters regarding Land and Property, Labour disputes including City Civil Court at Bombay, Small Causes Court at Bombay, DRT, NCLT, Consumer Court/Co-operative

	spans digital platforms, financial technology, blockchain-based applications, and business transformation initiatives. He possesses extensive experience in identifying emerging market opportunities and executing technology-led growth strategies. His cross-border exposure has enabled him to successfully manage projects in diverse business environments. He is committed to innovation, operational excellence, and sustainable business growth. His strategic vision and leadership continue to contribute significantly to the organizations he is associated with.	Court, RERA/REAT, CEGAT/CESTAT/GSTAT/ MAT/CAT in the State of Maharashtra and Appellate Courts as regards matters for specific performance suits / Arbitrations, Revenues matters, Rent Act matters, redevelopment of Societies/Land Lord-Tenant Properties, MHADA, Human Rights Commission… Conducting Arbitrations and Mediations on the Panel of Bombay High Court. Legal Aid Advocate for Bombay High Court. Worked on various infra projects for indirect tax optimization like waste to energy projects, solar projects, water supply projects (ICB), security projects, oil refinery projects, port terminals, power generation/transmission/distribution projects, roads/bridges etc. Auditing Indirect Taxation function of group of companies for compliances and tax optimization.

Annexure III

Particulars	Details
Name(s) of parties with whom the agreement is entered	Virtual Gain Technologies Private Limited
Purpose of entering into the agreement	Inter Corporate Loan.
Size of agreement	INR 10 Crore
Shareholding, if any, in the entity with whom the agreement is executed	The Company holds 30.01% stake in Virtual Gain Technologies Private Limited
Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	Not Applicable
Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	No, Virtual Gain Technologies Private Limited is the subsidiary company of the Company.
Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	Yes, the transaction is at arm's length basis.
In case of issuance of shares to the parties, details of issue price, class of shares issued	Not Applicable
In case of loan agreements, details of lender/borrower, nature of the loan, total amount of loan granted/taken, total amount outstanding, date of execution of the loan agreement/sanction letter, details of the security provided to the lenders / by the borrowers for such loan or in case outstanding loans lent to a party or borrowed from a party become material on a cumulative basis	Lender: Rose Merc Limited Borrower: Virtual Gain Technologies Private Limited Nature of loan: Unsecured Amount of loan: INR 10 Crore Date of execution of Loan Agreement: NA Security provided, if any: Nil Amount of loan outstanding as on date of disclosure: Nil

Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	Not Applicable
in case of rescission, amendment or alteration, listed entity shall disclose additional details to the stock exchange(s): i. name of parties to the agreement; ii. nature of the agreement; iii. date of execution of the agreement; iv. details and reasons for amendment or alteration and impact thereof (including impact on management or control and on the restriction or liability quantified earlier); v. reasons for rescission and impact thereof (including impact on management or control and on the restriction or liability quantified earlier.	Not Applicable