Rose Merc. Limited

G-2, Ground Floor, Mangal Mahesh CHS., 14th Road, Khar (West), Mumbai - 400 052.
Tele : 022-60602179 • CIN No. : L24110MH1985PLC035078 • E-mail : rmltd1985@gmail.com

To
The General Manager
Department of Corporate Services
BSE Limited
P. J. Towers, Dalal Street,
Mumbai – 400001

Date: September 6, 2019

Dear Sir,

Sub: Notice of 35th Annual General Meeting of the Company
Ref: Rose Merc Limited. (Security Id: ROSEMER, Code: 512115)

Pursuant to the provision of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, please find enclosed herewith the Notice of 35th Annual General Meeting (AGM) of Rose Merc Limited, scheduled to be held on Friday, 27th September, 2019 at 02:00 P.M at Office No G -2, Ground Floor, Part – A, Mangal Mahesh , 14th Road Khar (West) Mumbai - 400052, Maharashtra.

We kindly request you to take the above said on record.

Thanking You,

Your faithfully,

For, Rose Merc Limited

Kirti Savla
Managing Director
DIN: 02003878

ROSE MERC LTD. MUMBAI

ROSE MERC LIMITED

CIN : 24110MH1985PLC035078

35th Annual Report
F.Y. 2018-19

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Corporate Information

BOARD OF DIRECTORS		REGISTERED OFFICE
Mr. Kirti Savla	Managing Director	Office No G -2, Ground Floor, Part – A, Mangal Mahesh , 14th Road Khar (West) Mumbai - 400052, Maharashtra **Phone:** +91 – 22 – 6060 2719 **Email:** rmltd1985@gmail.com
Mr. Mayur Parikh	Independent Director	
Mrs. Shakuntla Shah	Independent Director	
Ms. Pooja Shah	Independent Director	
CHIEF FINANCIAL OFFICER		**COMPANY SECRETARY**
Ms. Jaini Jain (Appointed w.e.f November 02, 2018)		Ms. Jaini Jain (Ceased w.e.f May 31, 2019)
STATUTORY AUDITOR		**REGISTRAR & SHARE TRANSFER AGENT**
M/s. Doshi Maru & Associates **(**Chartered Accountant) 217-218, Manek Centre, Jamnagar – 361 001		**Link Intime India Private Limited** C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai, Maharashtra – 400 083 **Tel No.:** +91 – 22 – 4918 6000 **Fax No.:** +91 – 22 – 4918 6060 **Email:** rnt.helpdesk@linkintime.co.in **Web:** www.linkintime.co.in
SECRETARIAL AUDITOR		**BANKERS**
M/s. Murtuza Mondorwala & Associates (Practicing Company Secretary) 411, Devpath Complex, B/H Super Mall, Near Lal Bunglow, CG Road, Ahmedabad - 380009		HDFC Bank Limited

AUDIT COMMITTEE	NOMINATION & REMUNERATION COMMITTEE	STAKEHOLDER'S GRIEVANCE & RELATIONSHIP COMMITTEE
Mrs. Shakuntla Shah – Chairman	Mrs. Shakuntla Shah – Chairman	Mr. Mayur Parikh - Chairman
Ms. Pooja Shah - Member	Ms. Pooja Shah - Member	Ms. Pooja Shah - Member
Mr. Mayur Parikh - Member	Mr. Mayur Parikh - Member	Mrs. Shakuntla Shah - Member

Notice to Shareholders

NOTICE is hereby given that the 35th Annual General Meeting of the Members of Rose Merc Limited will be held at the Registered Office of the Company situated at Office No G -2, Ground Floor, Part – A, Mangal Mahesh, 14th Road Khar (West) Mumbai - 400052, Maharashtra, on Friday, September 27, 2019 at 02:00 P.M. to transact the following businesses:

ORDINARY BUSINESS:

1. **To adopt Financial Statements for the financial year 2018-19.**

   To receive, consider and adopt the Audited Financial Statements of account for the financial year ended on March 31, 2019, together with the reports of the Directors and Auditors thereon.

2. **To re-appoint Mr. Kirti Chunilal Savla as Director.**

   To appoint a Director in place of Mr. Kirti Chunilal Savla (DIN: 02003878) who retires by rotation and being eligible, offer himself for re-appointment.

SPECIAL BUSINESS:

3. **Regularisation of Appointment of Ms. Pooja Shah as an Independent Non Executive Director:**

   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 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, approval of the members of the company be and is hereby given to the appointment of Ms. Pooja Shah (DIN: 07502838), who was appointed by the Board of Directors as an Additional Non Executive Independent Director of the Company with effect from November 02, 2018 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and pursuant to the applicable Articles of Association of the company, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of the independent directorship as provided in section 149(6) of the Act and he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, who is eligible for appointment, on recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Non Executive Director of the Company, who shall hold office for a period of five years from the date of appointment and whose office shall not, henceforth, be liable to retire by rotation.

   RESOLVED FURTHER THAT Mr. Kirti Savla, Director of the Company be and is hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

Registered Office
Office No G -2, Ground Floor,
Part – A, Mangal Mahesh ,
14th Road Khar (West)
Mumbai - 400052, Maharashtra

Place: Mumbai
Date: August 30, 2019

By Order of the Board of Directors
For, Rose Merc Limited

Sd/-
Kirti Savla
Managing Director
DIN: 02003878

Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the Special Business covered under Item No. 3 of the Notice, is annexed hereto.
2. At the 33rd AGM, M/s. Doshi Maru & Associates, Chartered Accountants (Firm Registration No. 0112187W) were appointed as Statutory Auditors of the Company for a term of 5 years until the conclusion of 37th AGM of the Company. The ratification of their appointment, pursuant to Section 139 of the Companies Act, 2013, is not required, in terms of Notification No. S.O. 1833(E) dated May 7, 2018, issued by the Ministry of Corporate Affairs and accordingly, the item has not been included in the Ordinary Business of the AGM Notice.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM" OR "THE MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
4. A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
5. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than 48 (Forty-Eight) Hours before the commencement of the AGM. Proxies submitted on behalf of Limited Companies, Societies etc., must be supported by appropriate resolutions / authority, as applicable.
6. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company.
7. Members/Proxies should bring their Attendance slip duly completed for attending the meeting. The signature of the attendance slip should match with the signature(s) registered with the Company. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
8. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
9. In case of joint holders attending the meeting together, only whose name appearing first will be entitled to vote.
10. The Register of Members and Share Transfer Books of the Company will be closed from Friday, September 20, 2019 till Friday, September 27, 2019 (both days inclusive) and same will be re-opened from Saturday, September 28, 2019 onwards.
11. The route map showing directions to reach the venue of the 35th AGM is annexed at the end of this Annual Report.
12. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long period of time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
13. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Link Intime India Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Link Intime India Private Limited.
14. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Link Intime India Private Limited.

15. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact Link Intime India Private Limited for assistance in this regard.
16. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to Link Intime India Private Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
17. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The Nomination Form can be obtained from the Link Intime India Private Limited, Members holding shares in physical form may submit the same to Link Intime India Private Limited Members holding shares in electronic form may submit the same to their respective depository participant.
18. The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose email addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
19. With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.
20. The Registers under the Companies Act, 2013 will be available for inspection at the Registered Office of the Company during business hours between 11.00 am to 01.00 pm on all working days except on holidays. The said Registers will also be available for inspection by the members at the AGM.
21. The members are requested to intimate to the Company, queries, if any, at least ten days before the AGM to enable the Management to keep the required information available at the meeting.
22. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Rules 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to cast their vote electronically, through the remote e-voting services provided by National Securities Depository Limited (NSDL), on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting and voting at the AGM is/are deemed to have been passed as if they have been passed at the AGM.
23. The remote e-voting period commences on Tuesday, September 24, 2019 (09:00 a.m.) and ends on Thursday, September 26, 2019 (05:00 p.m.). During these period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date being the day of Friday, September 20, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
24. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper or polling paper. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Friday, September 20, 2019.
25. The facility for voting through polling paper shall be made available at the AGM and the Members attending the meeting and holding shares either in physical form or in dematerialized form, as on the cut-off date being the day of Friday, September 20, 2019 and who have not already cast their vote by remote e-voting, shall be able to exercise their right to vote at the AGM.
26. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
27. The Board of Directors has appointed Mr. Murtuza Mandorwala, Practicing Company Secretary (Membership No. ACS 38021 COP 14284) as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM.
28. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
29. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two

witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

30. The Results declared along with the report of the Scrutinizer shall be placed on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately uploaded on the website of BSE Limited, Mumbai.

INSTRUCTION NOTICE FOR E-VOTING PROCESS WITH LOGIN ID AND PASSWORD:

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 : Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/

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

Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?

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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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. Your password details 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, your 'initial password' is communicated to you on your postal address.

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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
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.

Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 mukeshshahcs@gmail.com with a copy marked to evoting@nsdl.co.in.

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 toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.3

Ms. Pooja Shah (DIN- 07502838**)** was appointed as an Additional Non Executive Independent Director w.e.f. November 02, 2018 in accordance with the provisions of Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. Nomination and Remuneration Committee has recommended regularization of Ms. Pooja Shah as an Independent and Non Executive Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013.

Section 149 and Section 152 inter alia specifies that:

a) Independent Directors shall hold office for a term of upto five consecutive years, and shall be eligible for re-appointment for a further period of five years, subject to passing of Special Resolution by the Shareholders in General Meeting; and
b) An Independent Director shall not be liable to retire by rotation at the AGM.

In the opinion of the Board Ms. Pooja Shah she is a person of integrity, possesses the relevant expertise and experience, fulfils the conditions specified in the said Act and the rules made there under and is independence of the management of the Company and She is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

The terms and conditions of appointment of the above Director shall be open for inspection by the Members at the Registered Office of the Company during Normal Business Hours on any working day. Members may note that the requisite declarations under Section 149(7) of the Companies Act, 2013 have been furnished by the Independent Non Executive Directors confirming compliance with the provisions of Section 149 (6) of the Companies Act, 2013. Upon the confirmation of the appointment of her as Independent Non Executive Director by the Members of the Company, the appointment shall be formalized by the issue of a letter of appointment by the Company to the said Independent Non Executive Director. The Board accordingly recommends the Resolutions at Item No. 3 of this Notice for the approval of the Members as Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives other than Ms. Pooja Shah is in any way concerned or interested, financially or otherwise, in the Resolution at Item No.3 of this Notice.

Registered Office
Office No G -2, Ground Floor,
Part – A, Mangal Mahesh ,
14th Road Khar (West)
Mumbai - 400052, Maharashtra

Place: Mumbai
Date: August 30, 2019

By Order of the Board of Directors
For, Rose Merc Limited

Sd/-
Kirti Savla
Director
DIN: 02003878

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT IN THIS ANNUAL GENERAL MEETING:

(Pursuant to Regulation 36(3) of SEBI (LODR), Regulations, 2015)

Particulars	Kirti Savla (DIN: 02003878)	Pooja Shah (DIN: 07502838)
Date of Birth	December 13, 1970	August 03, 1992
Date of Appointment	October 5, 2001	November 02, 2018
Expertise in specific functional areas - Job profile and suitability	More than 10 years of experience in trading of various goods	5 years of experience in the field of Company law related matter and Investment Banking
Directorships held in public companies*	Nil	Madhav Infra Projects Limited
Memberships / Chairmanships of committees of other public companies*	Nil	1 Chairman / 3 Member
Inter-se Relationship with other Directors.	No Relation	No Relation
Shareholding in Company	7,200 Equity Shares	Nil

***Committee includes the Audit Committee and Stakeholder's Grievance Committee**

DIRECTOR's REPORT

To,
The Members of
ROSE MERC LIMITED.

Your Directors have the pleasure in presenting the Thirty Fifth Annual Report of your Company together with the Audited Financial Statement for the year ended 31st March, 2019.

Financial Highlights (Amount in Rs.)

Particulars	2018-19	2017-18
Revenue from operations	-	-
Other Income	36,34,292	37,77,821
Total Income	**36,34,292.00**	**37,77,821**
Operating expenditure	17,09,745	14,40,705
Earnings before interest, tax, depreciation and amortization (EBITDA)	**19,24,547**	**23,37,116**
Less: Finance costs	1,617,917	20,73,043
Depreciation and amortization expense	-	-
Profit before tax	3,06,630	2,64,073
Less: Tax expense	80,000	61,000
Profit for the year (PAT)	2,26,630	2,03,073
Balance brought forward from previous year	1,52,02,938	1,49,63,866
Less: Income Tax written off	0.00	0.00
Balance carried to balance sheet	1,53,56,069	1,53,31,334

COMPANY'S FINANCIAL PERFORMANCE

In the financial year 2018-19, the Company has generated the revenue from Interest. The Company has earned total income of Rs. 36,34,292/- as against total income of Rs. 37,77,821/-. The Profit before tax of the Company for the financial year 2018-19 stood at Rs. 3,06,630/- as against that of 2,64,073/- for previous year and Net Profit After Tax is Rs. 2,26,630/- for the financial year 2018-19 as against profit of Rs. 2,03,073/- for the previous financial year. A detailed analysis on the Company's performance is included in the "Management's Discussion and Analysis Report", which forms part of this Report.

CHANGE IN NATURE OF BUSINESS

During the year under review, company has not changed its business or object and continuous to be in the same line of business as per main object of the company.

DIVIDEND

To conserve the resources for future prospect of the Company, your Directors express their inability to recommend and declare any dividend for the financial year 2018-19.

AMOUNT TRANSFERRED TO RESERVE:

During the year, the Company has not apportioned any amount to other reserve. The profit earned during the year has been added to the carry forward credit balance of Profit and Loss account.

TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

The provisions of Section 125(2) of Companies Act, 2013 do not apply as there is no unpaid dividend accounts appeared in balance sheet as on March 31, 2019.

HOLDING/SUBSIDIARY, ASSOCIATE AND JOINT VENTURE COMPANY

As on March 31, 2019 the Company does not have any Holding, Subsidiary, Associate and Joint Venture Company.

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

CONSTITUTION OF BOARD:

The Board of the Company comprises four Directors out of which one is Promoter - Executive Director and three are Non-Promoter - Independent Director.

In accordance with the provisions of section 149, 152 & Article of Association of the Company and other applicable provisions of the Companies Act, 2013, one third of the of Directors are liable to retire by rotation, shall retire every year and, if eligible, offer themselves for re-appointment at every AGM. Consequently Mr. Kirti Savla, Director of the Company is liable to retire by rotation in the forthcoming Annual General Meeting and being eligible, offers himself for reappointment. The Board recommends his re-appointment for the consideration of Members of the Company at the ensuing Annual General Meeting. He is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

The relevant details, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking re-appointment as Director are also annexed to the Notice convening the annual general meeting.

Mr. Kirti Savla, Managing Director of the company is not holding position as an Independent Director in any listed company and none of the Director of the Company is holding position as Independent Director in more than 7 Listed Companies . Further, none of the Directors of the Company is disqualified for being appointed as Director as specified in Section 164 (2) of the Companies Act, 2013.

The Board, upon the recommendations of the Nomination and Remuneration Committee, at its Meeting held on November 02, 2019 appointed Ms. Pooja Shah (DIN: 07502838) as an Additional (Independent) Director. She holds office upto the date of this Annual General Meeting.

Nomination and Remuneration Committee has recommended regularization of Ms. Pooja Shah as an Independent Director. The Company has received consent in writing from Ms. Pooja Shah to act as Director in Form DIR-2 and intimation in Form DIR-8 to the effect that she is not disqualified u/s 164(2) to act as Director. The Company has also received declaration from her that she meets the criteria of independence as prescribed u/s 149(6) of the Companies Act, 2013. In the opinion of the Board, she fulfills the condition for appointment as Independent Director on the Board. She is not debarred from holding the office of director by virtue of any SEBI order or any other such authority. Ms. Pooja Shah is eligible to be appointed as a Director of the Company and her appointment requires the approval of members at the ensuing Annual General Meeting.

The details of Directors being recommended for reappointment as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are contained in the accompanying Notice convening the ensuing Annual General Meeting of the Company. Appropriate Resolution(s) seeking your approval to the appointment/ re-appointment of Directors are also included in the Notice.

During the year under review, there is change in the Board of Directors & KMP of the Company as follow:

1. In accordance with Section 203 of the Companies Act, 2013, Mr. Ashok Karale ceased as CFO w.e.f. November 02, 2018.
2. In accordance with Section 203 of the Companies Act, 2013, Appointment of Ms. Jaini Jain as a CFO w.e.f November 02, 2018.
3. Ms. Pooja Shah appointed as Additional Independent Non Executive Director w.e.f. November 02, 2018.

The table below provides the composition of the Board and Key Managerial Personnel for the Financial Year 2018-19, their attendance at Board meetings & AGM and number of directorship, chairmanship/membership in committee across companies in which he/she is Director are as follow:

Name of the Director	Designation	No. of Directorship Held in all the companies as on 31.03.2019	No. of committees of which Member(M)/ Chairman (C)* as on 31.03.2019	Board meeting attended in F.Y. 2018-19	Attendance at the last AGM	No. of Shares held & % holding (of the Company)
Mr. Kirti Savla	Managing Director	1	-	8	Yes	7200 Equity Shares (0.72%)
Mr. Mayur Parikh	Independent Director	8	C-4, M-7	8	Yes	-
Mrs. Shakuntla Shah	Independent Director	1	C-1, M-1	8	Yes	-
Ms. Pooja Shah (w.e.f November 02, 2018)	Independent Director	2	C-1, M-3	3	-	-

*Committee includes Audit Committee and Stakeholders Grievances & Relationship Committee as provided in SEBI (LODR) Regulations, 2015.

Ms. Jaini Jain is the Company Secretary and Chief Financial Officer is designated as Key Managerial Personnel of the Company pursuant to Section 203 of the Companies Act, 2013

The company fulfills the requirements related to the provision of composition of Board specified under the Companies Act, 2013. Further, in pursuance of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is exempted from complying with the requirement of having composition of Board as per Listing Regulations.

None of the Directors of Board is a member of more than ten Committees or Chairman of more than five committees across all the public companies in which they are director as per Regulation 26(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The necessary disclosures regarding committee positions have been made by all the Directors.

NUMBER OF MEETING OF THE BOARD:

Regular meetings of the Board of Directors are held at least once in a quarter, inter-alia, to review the quarterly results of the Company. Additional Board meetings are convened, as and when requires for discussing and deciding on various business policies, strategies and other businesses. The Board meetings are generally held at registered office of the Company.

During the year under review, Board of Directors of the Company met 8 times, viz May 12, 2018, May 24, 2018 August 10, 2018, August 30, 2018, November 02, 2018, November 14, 2018, January 28, 2019, and March 30, 2019.

During the year, the Board of Directors has not passed any resolutions through circulation.

INDEPENDENT DIRECTORS:

In terms of Section 149 of the Companies Act, 2013 and rules made there under, the Company has three Non-Promoter Independent Directors in line with the Companies Act, 2013. A separate meeting of Independent Directors was held on March 30, 2019 to review the performance of Non-Independent Directors and Board as whole and performance of Chairperson of the Company including assessment of quality, quantity and timeliness of flow of information between Company management and Board.

The Company has received necessary declaration from each independent director under Section 149 (7) of the Companies Act, 2013 that they meet the criteria of independence laid down in Section 149 (6) of the Companies Act, 2013.

PERFORMANCE EVALUATION:

The Board of Directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act.

- The performance of the board was evaluated by the board, after seeking inputs from all the directors, on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning etc.
- The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.
- The board and the nomination and remuneration committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the chairman was also evaluated on the key aspects of his role.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

a) In preparation of annual accounts for the year ended March 31, 2019, the applicable accounting standards have been followed and that no material departures have been made from the same;
b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that year;
c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
d) The Directors had prepared the annual accounts for the year ended March 31, 2019 on going concern basis.
e) The Directors had laid down the internal financial controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively; and
f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

COMMITTEES OF BOARD:

The Board of Directors, in line with the requirement of the act, has formed various committees, details of which are given hereunder.

A. AUDIT COMMITTEE:

The Company has formed audit committee in line with the provisions of Section 177 of the Companies Act, 2013. Audit Committee meeting is generally held once in quarter for the purpose of recommending the quarterly/half yearly/ yearly financial result and the gap between two meetings did not exceed one hundred and twenty days. Additional meeting is held for the purpose of reviewing the specific item included in terms of reference of the Committee. During the year under review, Audit Committee met 5 (Five) times, viz May 24, 2018, August 10, 2018, November 14, 2018, January 28, 2019 and March 30, 2019.

The composition of the Committee and the details of meetings attended by its members are given below:

Name of Director	Designation
Mrs. Shakuntla Shah	Chairman
Mr. Mayur Parikh	Member
Ms. Pooja Shah	Member

The Statutory Auditors of the Company are invited in the meeting of the Committee wherever requires. Mrs. Shakuntla Shah, the Chairman of the Committee had attended last Annual General Meeting of the Company held on September 28, 2018.

Recommendations of Audit Committee have been accepted by the Board wherever given.

VIGIL MECHANISM:

The Company has established a vigil mechanism and accordingly framed a Whistle Blower Policy. The policy enables the employees to report to the management instances of unethical behaviour, actual or suspected fraud or violation of Company's Code of Conduct. Further the mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns or grievances and provide for adequate safe guards against victimization of the Whistle Blower who avails of such mechanism and also provides for direct access to the Chairman of the Audit Committee, in exceptional cases. The functioning of vigil mechanism is reviewed by the Audit Committee from time to time. None of the Whistle blowers has been denied access to the Audit Committee of the Board. The Whistle Blower Policy of the Company is available at the registered office of the Company for inspection of the Members of the Company.

B. NOMINATION AND REMUNERATION COMMITTEE:

The Company has formed Nomination and Remuneration committee in line with the provisions of Section 178 of the Companies Act, 2013. During the year under review, Nomination and Remuneration Committee met 2 (two) times, viz November 02, 2018 and March 30, 2019.

The composition of the Committee and the details of meetings attended by its members are given below:

Name	Designation
Mrs. Shakuntla Shah	Chairman
Mr. Mayur Parikh	Member
Ms. Pooja Shah	Member

NOMINATION AND REMUNERATION POLICY:

In terms of Section 178(3) of the Companies Act, 2013 and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a policy on Director's, Key Managerial Personnel and Senior Management Employee's appointment and remuneration including criteria for determining their qualifications, positive attributes, independence and other prescribed matters was formulated and recommended by the Nomination and Remuneration Committee and adopted by the Board of Directors of the company.

REMUNERATION OF DIRECTORS:

The details of remuneration/sitting fees paid to Managing Director of the Company and other directors during the financial year 2018-19 is provided in Form MGT-9 which is the part of this report.

C. STAKEHOLDER'S GRIEVANCE & RELATIONSHIP COMMITTEE:

The Company has constituted Stakeholder's Grievance & Relationship Committee mainly to focus on the redressal of Shareholder's / Investor's Grievances, if any, like Transfer / Transmission / Demat of Shares; Loss of Share Certificates; Non-receipt of Annual Report; Dividend Warrants; etc. During the year under review, Stakeholder's Grievance & Relationship Committee met 1 (One) time on March 30, 2019.

The composition of the Committee and the details of meetings attended by its members are given below:

Name	Designation
Mrs. Shakuntla Shah	Chairman
Mr. Mayur Parikh	Member
Ms. Pooja Shah	Member

PUBLIC DEPOSITS:

The Company has not accepted any deposits from Shareholders and Public falling within the ambit of Section 73 to 76 (Chapter V of the companies Act, 2013) of the Companies Act, 2013 and rules made there under. There were no deposits, which were claimed and remained unpaid by the Company as on March 31, 2019.

SHARE CAPITAL:

The Paid up Equity Share Capital as March 31, 2019 stood at Rs. 99.60 Lakhs. During the year under review, there has been no change occurred in the share capital of the Company.

LOANS, GUARANTEES AND INVESTMENTS U/S 186 OF THE COMPANIES ACT, 2013:

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statement.

TRANSACTIONS WITH RELATED PARTIES:

The Company has not entered into any transaction with related parties of the Company which is falling within the purview of Section of the Act. Therefore, information on transactions with related parties pursuant to section 134(3)(h) of the Act read with rule 8 (2) of the Companies (Accounts) Rules, 2014 are not applicable to the Company.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The details on Internal Financial Control and their adequacy are provided in "Management Discussion and Analysis Report".

MATERIAL CHANGES AND COMMITMENTS:

There have been no material changes and commitments, which is, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

DISCLOSURE OF REMUNERATION:

The information required under section 197(12) of the Act read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given as an **Annexure – I**.

EXTRACT OF ANNUAL RETURN:

The Extract of Annual Return as required under section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, in Form MGT-9 is annexed herewith as **Annexure – II** for your kind perusal and information.

SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:

To foster a positive workplace environment, free from harassment of any nature, we have institutionalized the Anti-Sexual Harassment Initiative (ASHI) framework, through which we address complaints of sexual harassment at the all workplaces of the Company. Our policy assures discretion and guarantees non-retaliation to complainants. We follow a gender-neutral approach in handling complaints of sexual harassment and we are compliant with the law of the land where we operate.

During the year under review, there were no incidences of sexual harassment reported.

RISK MANAGEMENT:

A well-defined risk management mechanism covering the risk mapping and trend analysis, risk exposure, potential impact and risk mitigation process is in place. The objective of the mechanism is to minimize the impact of risks identified and taking advance actions to mitigate it. The mechanism works on the principles of probability of occurrence and impact, if triggered. A detailed exercise is being carried out to identify, evaluate, monitor and manage both business and non-business risks.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO:

Since the Company is not manufacturing unit and carried out any business activities, the disclosure related to information to be disclosed under section 134(3)(m) of the Act read with Rule(8) of the Companies (Accounts) Rules, 2014, is not applicable to the Company.

CORPORATE GOVERNANCE:

Your Company strives to incorporate the appropriate standards for corporate governance although the Company is not required to follow certain Regulations of Listing Regulations as the Company is fulfilling the exemption criteria provided in Regulation 15(2) of the Listing Regulation.

However, Company is complying with few of the exempted regulations voluntarily and details of same are provided in this report under the respective heading.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management Discussion and Analysis Report for the year under review, as stipulated under Schedule V of the Listing Regulations, is presented in a separate section forming part of this Annual Report.

STATUTORY AUDITOR AND THEIR REPORT:

M/s. Doshi Maru & Associates, Chartered Accountants (FRN: 0112187W) is acting as Statutory Auditor of the Company to hold office from the conclusion of 33rd Annual General Meeting till the conclusion of 37th Annual General Meeting of the Company.

The Auditor's Report for financial year 2018-19 is self explanatory and does not contain any qualification, reservation or adverse remark. The Auditor's Report is enclosed with the financial statements in this Annual Report.

REPORTING OF FRAUD:

The Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Companies Act, 2013.

SECRETARIAL AUDITOR:

The Company has appointed Mr. Murtuza Mondorwala & Associates, Practicing Company Secretary, to conduct the secretarial audit of the Company for the financial year 2018-19, as required under Section 204 of the Companies Act, 2013 and Rules there under. The Secretarial Audit Report for the financial year 2018-19 is annexed to this report as an **Annexure – III**.

GENERAL DISCLOSURE:

Your Directors state that the Company has made disclosures in this report for the items prescribed in section 134 (3) of the Act and Rule 8 of The Companies (Accounts) Rules, 2014 and other applicable provisions of the act and listing regulations, to the extent the transactions took place on those items during the year. Your Directors further state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review;

i) Issue of Equity Shares with differential rights as to dividend, voting or otherwise;
ii) Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and ESOS;
iii) Other compliances on Corporate Social Responsibility;
iv) There is no revision in the Board Report or Financial Statement;
v) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future;
vi) Information on subsidiary, associate and joint venture companies.

ACKNOWLEDGEMENT:

Your Directors wish to place on record their sincere appreciation for significant contributions made by the employees at all levels through their dedication, hard work and commitment, enabling the Company to achieve good performance during the year under review.

Your Directors also take this opportunity to place on record the valuable co-operation and support extended by the banks, government, business associates and the shareholders for their continued confidence reposed in the Company and look forward to having the same support in all future endeavours.

For and on behalf of Board of Directors
Rose Merc Limited

	Sd/-	**Sd/-**
	Kirti Savla	**Shakuntla Shah**
Place: Mumbai	**Managing Director**	**Director**
Date: August 30, 2019	**(DIN:02003878)**	**(DIN:06936927)**

Annexure – I

DISCLOSURE OF REMUNERATION

(pursuant to Section 197(12) read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended)

A. Information as per Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

a) The ratio of remuneration of each director to the median remuneration of employees of the company for the financial year:

Name	Designation	Ratio against median employee's remuneration
Mr. Kirti Savla	Managing Director	0:1

b) The Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Name	Designation	Nature of Payment	Increase
Mr. Kirti Savla	Managing Director	Remuneration	N.A
Mr. Ashok Karale*	Chief Financial Officer	Remuneration	N.A
Ms. Jaini Jain	Company Secretary & Compliance Officer	Remuneration	N.A

*Cessation as on November 02, 2018.

c) The percentage increase in the median remuneration of employees in the financial year: N.A

d) The number of permanent employees on the rolls of the Company as on March 31, 2019: 2 Employees

e) Comparison of the remuneration of the Key Managerial Personnel against the performance of the company :

As the Company is in its nascent stage, the Key Managerial Personnel is drawing a very nominal remuneration as token for their work. So remuneration drawn is modest as compared with the performance of the company.

f) Average percentile increase in the Salaries of the Employees and Managerial Remuneration:

Sr. No.	Particulars	Percentile Increase /(Decrease)
1.	Salaries of the Employees other than Managerial Remuneration	NIL
2.	Managerial Remuneration	NIL

g) Key parameters for any variable component of remuneration availed by the directors : There are no variable components in remuneration to the Directors.

h) Ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year : Not Applicable

i) Affirmation that the remuneration is as per the remuneration policy of the company : The Board of Directors of the Company affirmed that remuneration paid is as per the Remuneration Policy of the Company.

B. **Information as per Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:**

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules are provided in the Annual Report, which forms part of this Report.

Having regard to the provisions of the first proviso to Section 136(1) of the Act and as advised, the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is available for inspection at the Registered Office of the Company during working hours and any member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request.

For and on behalf of Board of Directors
Rose Merc Limited

	Sd/-	**Sd/-**
	Kirti Savla	**Shakuntla Shah**
Place: Mumbai	**Managing Director**	**Director**
Date: August 30, 2019	**(DIN:02003878)**	**(DIN:06936927)**

Annexure II

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN
(As on financial year ended on March 31, 2019)

(Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.)

1. REGISTRATION & OTHER DETAILS:

1.	**CIN**	L24110MH1985PLC035078
2.	**Registration Date**	16/01/1985
3.	**Name of the Company**	Rose Merc Limited
4.	**Category/Sub-category of the Company**	Company limited by shares/ Indian Non-Government Company
5.	**Address of the Registered office & contact details**	Office No G -2, Ground Floor, Part – A, Mangal Mahesh , 14th Road Khar (West) Mumbai - 400052, Maharashtra **(T):** 022-26000750, **Email**: rmltd1985@gmail.com
6.	**Whether listed company**	Yes
7.	**Name, Address & contact details of Registrar & Transfer Agent, if any.**	**Link Intime India Private Limited** C - 101, 1st Floor 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai, Maharashtra – 400 083 **Tel No.:** 022 – 4918 6000 **Fax No.:** 022 – 4918 6060 **Email:** rnt.helpdesk@linkintime.co.in, **Web:** www.linkintime.co.in

2. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the
Retail trade, except of motor vehicles and motorcycles (Refer Division 47 of NIC Code 2008)	471 to 479	100.00%

3. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:-

Sr. No.	Name and Address of the Company	Holding/ Subsidiary /Associate	CIN/GLN	% of shares held	Applicable Section
N.A					

4. SHARE HOLDING PATTERN

A. Category wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year 01.04.2018				No. of Shares held at the end of the year 31.03.2019				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Promoter									
1) Indian									
a) Individual/HUF	7,200	-	7,200	0.72	7,200	-	7,200	0.72	0.00
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp	-	-	-	-	-	-	-	-	-

e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total(A)(1):-	7,200	-	7,200	0.72	7,200	-	7,200	0.72	0.00
2) Foreign									
a) NRIs-Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other….	-	-	-	-	-	-	-	-	-
Sub-total(A)(2):-	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoters (A)=(A)(1)+(A)(2)	**7,200**	**-**	**7,200**	**0.72**	**7,200**	**-**	**7,200**	**0.72**	**0.00**
Public Shareholding									
1. *Institutions*	-	-	-	-	-	-	-	-	
a) Mutual Funds/UTI	-	-	-	-	-	-	-	-	-
b) Bank/FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Alternate Investment Funds	-	-	-	-	-	-	-	-	-
g) Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-
h) Insurance Companies	-	-	-	-	-	-	-	-	-
i) FIIs	-	-	-	-	-	-	-	-	-
j) Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
k) Any Other (Specify)	-	-	-	-	-	-	-	-	-
Sub-total(B)(1)	-	-	-	-	-	-	-	-	-
2. Non Institutions									
a) Bodies Corp.									
(i) Indian	101636	21015	122651	12.31	101486	21015	122501	12.30	0.02
(ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	418782	43150	461932	46.38	418782	42950	461732	46.36	0.02
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	321915	35600	357515	35.90	321915	35600	357515	35.90	0.00

c) Others(Specify)									
Hindu Undivided Families	44513	0	44513	4.47	44513	0	44513	4.47	0.00
Non Resident Indians (Non Repat)	2089	0	2089	0.21	2089	0	2089	0.21	0.00
Non Resident Indians (Repat)	100	0	100	0.01	100	0	100	0.01	0.00
Clearing Member	**0**	**0**	**0**	**0**	**350**	**0**	**350**	**0.04**	**-0.04**
Sub-total(B)(2)	**889035**	**99765**	**988800**	**99.28**	**889235**	**99565**	**988800**	**99.28**	**0.00**
Total Public Shareholding (B)=(B)(1)+ (B)(2)	**889035**	**99765**	**988800**	**99.28**	**889235**	**99565**	**988800**	**99.28**	**0.00**
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	**896235**	**99765**	**996000**	**100.00**	**896435**	**99565**	**996000**	**100.00**	**-**

B. Shareholding of Promoter & Promoter Group-

Name	**Shareholding at the beginning of the year 01.04.2018**		**Date wise (+)Increase / (-) Decrease in Share Holding**			**Cumulative Shareholding during the year**		**Shareholding at the end of the year 31.03.2019**	
	No of Share	**% of total Shares of the company**	**Date**	**Increase/ Decrease in Shareholding**	**Reason**	**No of Share**	**% of total Shares of the company**	**No of Share**	**% of total Shares of the company**
Kirti Chunilal Savla	7200	0.72	NA			7200	0.72	7200	0.72

C. Shareholding Pattern of top ten Shareholders:(Other than Directors, Promoters and Holders of GDRs and ADRs):

Name	**Shareholding at the beginning of the year 01.04.2018**		**Date wise (+)Increase / (-) Decrease in Share Holding**		**Cumulative Shareholding during the year**		**Shareholding at the end of the year 31.03.2019**	
	No of Share	**% of total Shares of the company**	**Date**	**Increase/ Decrease in Shareholding**	**No of Share**	**% of total Shares of the company**	**No of Share**	**% of total Shares of the company**
Vivek Malik	88582	8.89	0	0	88582	8.89	88582	8.89
Shakun Holdings Pvt Ltd	86700	8.70	0	0	86700	8.70	86700	8.70
ANITA GUPTA	43165	4.33	0	0	43165	4.33	43165	4.33
Chakravarthy Garrepalli	0	0	17.08.218	39640	39640	3.98	39640	3.98
Trigun Chandra Katoch	35050	3.52	0	0	35050	3.52	35050	3.52
Sant Lal Khaneja & Sons Huf Imsl	34454	3.46	0	0	34454	3.46	34454	3.46
Rachita Sharma	31163	3.13	0	0	31163	3.13	31163	3.13

Chetan Dogra	22950	2.30	0	0	22950	2.30	22950	2.30
Komal Devgan	15458	1.55	0	0	15458	1.55	15458	1.55
Raju M. Shah	15100	1.52	0	0	15100	1.52	15100	1.52
Jignesh Bhatt	10450	1.05	0	0	10450	1.05	10450	1.05

D. Shareholding of Directors and Key Managerial Personnel:

Name	Shareholding at the beginning of the year 01.04.2018		Date wise (+)Increase / (-) Decrease in Share Holding			Cumulative Shareholding during the year		Shareholding at the end of the year 31.03.2019	
	No of Share	% of total Shares of the company	Date	Increase / Decrease in Shareholding	Reason	No of Share	% of total Shares of the company	No of Share	% of total Shares of the company
Kirti Chunilal Savla	7200	0.72	NA			7200	0.72	7200	0.72
Mayur Parikh	-	-				-	-	-	-
Shakuntala Shah	-	-				-	-	-	-
Pooja Shah									
Ashok Karale	-	-				-	-	-	-
Jaini Jain	-	-				-	-	-	-

E. INDEBTEDNESS

(In Rs.)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	2,58,46,470	-	2,58,46,470
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	**2,58,46,470**	-	**2,58,46,470**
Change in Indebtedness during the financial year				
-Addition / (Reduction)	-	(10,02,111)	-	(10,02,111)
Net Change	-	(10,02,111)	-	(10,02,111)
Indebtedness at the end of the financial year				
i) Principal Amount	-	2,48,44,359	-	2,48,44,359
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)		**2,48,44,359**		**2,48,44,359**

F. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL -

A. Remuneration to Managing Director, Whole Time Director and/or Manager:

(In Rs.)

Particulars of Remuneration	Kirti Savla (Director)	Total Amount
Gross salary	-	-
(a) Salary as per provisions contained in section 17(1) of the Income Tax.	0.00	0.00
(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-
(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-

Stock option	-	-
Sweat Equity	-	-
Commission	-	-
as % of profit	-	-
others (specify)	-	-
Others, please specify	-	-
TOTAL	**0.00**	**0.00**

B. **Remuneration to other directors (Independent Director):**

(In Rs.)

Particulars of Remuneration	**Mayur Parikh (Director)**	**Shakuntala Shah (Director)**	**Pooja Shah (Director)**	**Total Amount**
a. Fees for attending board/ committee meeting	-	60,000	25,000	85,000
b. Commission	-	-	-	-
c. Others, please specify	-	-	-	-
TOTAL	**-**	**60,000**	**25,000**	**85,000**

C. Remuneration to key Managerial Personnel Other than MD/Manager/WTD:

(In Rs.)

Particulars of Remuneration	**Ashok Karale (Chief Financial Officer)***	**Jaini Jain (Company Secretary and CFO#)**	**Total Amount**
Gross salary			
(a) Salary as per provisions contained in section 17(1) of the Income Tax.	-	1,74,000	1,74,000
(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-	-
(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
Stock option	-	-	-
Sweat Equity	-	-	-
Commission	-	-	-
as % of profit	-	-	-
others (specify)	-	-	-
Others, please specify	-	-	-
TOTAL	**-**	**1,74,000**	**1,74,000**

***Cessation w.e.f November 02, 2018**

 # Appointed as a CFo w.e.f November 02, 2018

G. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

For and on behalf of Board of Directors
Rose Merc Limited

Sd/-
Kirti Savla
Managing Director
(DIN:02003878)

Sd/-
Shakuntla Shah
Director
(DIN:06936927)

Place: Mumbai
Date: August 30, 2019

Annexure – III

SECRETARIAL AUDIT REPORT

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2019
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
ROSE MERC LIMITED
Office No G -2, Ground Floor, Part – A,
Mangal Mahesh,
14th Road Khar (West) Mumbai
MH 400052 - IN
CIN: L24110MH1985PLC035078

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by ROSE MERC LIMITED (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company (books, papers, minute books, forms and returns filed and other records maintained by the company) and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit. We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31.03.2019 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made there under;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

(d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(f)The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;**(Not applicable to the Company during the Audit Period)**and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the Audit Period)**

(i) The Securities and Exchange Board of India (Listing Obligations and Disclosures and Requirement) Regulation 2015;

(VI) Other Applicable Acts, - As per Management representation there are no other specific act applicable to the company

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

The Compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial auditor and other designated professionals.

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Various Committee of the Company that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has no specific events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, except the following:

1. Company is Suspended w.e.f December 21, 2004 due to Non-Compliance with the provision of Listing Agreement/ SEBI(LODR) Regulation, 2015 and during the year under review Company has made an application for revocation of Suspension in trading of Equity shares on January 23, 2018 and the company has received an In principle approval from BSE vide letter dated February 25, 2019 bearing no.: LIST/COMP/SK/1128/2018-19 and Final revocation is under process.

2. During the year under review company has not adopted New Code of Internal Procedures Conduct for Prevention of Insider Trading as per Regulation 8(2) SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

3. During the year under review Mr. Viren Vora resigned w.e.f 12th May, 2018 and he was a Non-executive Director member of Nomination and Remuneration Committee, as per Section 178(1) of Companies Act, 2013 Committee shall consist of three or more non-executive directors, due to sudden resignation of Mr. Viren Vora there were only two Non-executive Director so Nomination and Remuneration Committee was not constituted till Miss. Pooja Rajeshkumar Shah has been appointed as Non-executive Director w.e.f 02/11/2018.

Place: **Ahmedabad**
Date:**29/08/2019**

Murtuza Kaizar Mandorwala
Propritor

Murtuza Mandorwala & Associates
ACS No. 38021
C P No.: 14284

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

'Annexure A'

To,
The Members
ROSE MERC LIMITED

Our Secretarial Audit Report of even date is to be read along with this letter.

Management's Responsibility

It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.

We believe that audit evidence and information obtain from the Company's management is adequate and appropriate for us to provide a basis for our opinion.

Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: **Ahmedabad**
Date:**29/08/2019**

Murtuza Kaizar Mandorwala
Propritor

Murtuza Mandorwala & Associates
ACS No. 38021
C P No.: 14284

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(As per clause C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 read with regulation 34(3) of the said Listing Regulations).

To
The Members,
ROSE MERC LIMITED

As required by item 10(i) of Part C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 we certify that none of the directors on the board of ROSE MERC LIMITED have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority.

For, Murtuza Mandorwala & Associates
Practicing Company Secretary

Murtaza Kaizar Mandorwala
Place: Ahmedabad
Date: 29/09/2019

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Outlook:

Though the year under review was dormant for the company's business activities, company is sure to come back with good operational activities and profitability in the current year in view of the strong fundamentals of the Indian companies and hope to improve its Turnover. Our company is in General Trading Activities, but because of online trading activates we have to face severe competition. We may also have to think over for online trading activities.

Opportunities and Threats:

As we are in General Trading Activities, we have to face severe competition with the online Trading Activities. It may not be possible to compete with the very huge online portal. However, if we switchover our trading activities to the online portal, we can approach the customer from all the corner of our country, thus there is a abundant opportunity to develop our business in full swing.

Segment-wise and Products-wise performance:

Company had not undertaken any operational activities during the year under review.

Internal Controls Systems and their adequacy:

The company has adequate internal control systems to exercise necessary checks and control in working system, protection and conservation of resources, accuracy and promptness in financial reporting and compliance of all Legal requirements and regulations. The internal control system is designed in such a manner to ensure that checks and control are exercised at every stage without disturbing the work process. The Audit Committee of the Board reviews the adequacy and effectiveness of internal controls.

Human Resources:

The relationship with the employees continues to be very cordial. The Company recognizes the importance and contribution of its employees for its growth and development and constantly endeavours to train, nurture and groom its people The Company puts emphasis on attracting and retaining the right talent. The company places emphasis on training and development of employees at all levels and has introduced methods and practices for Human Resource Development.

Internal Financial Control Systems and their adequacy:

The Company has aligned its current systems of internal financial control with the requirement of Companies Act 2013. The Internal Control is intended to increase transparency and accountability in an organization's process of designing and implementing a system of internal control. The Company has successfully laid down the framework and ensured its effectiveness. The Company has developed system to record data for accounting and management information system.

Necessary internal control systems are also implemented by the Company for the various activities across the organization to ensure that business operations are directed towards attaining the stated organizational objectives with optimum utilization of the resources.

M/s. Doshi Maru & Associates, Chartered Accountants (FRN: 0112187W) the statutory auditors of the Company has audited the financial statements included in this annual report and has issued an attestation report on our internal control over financial reporting (as defined in section 143 of Companies Act, 2013).

The audit committee meets the statutory auditors of the Company to ascertain, inter alia, their views on the adequacy of internal control systems and keeps the board of directors informed of its major- observations periodically, if any. Based on its evaluation (as defined in section 177 of Companies Act 2013), our audit committee has concluded that, as of March 31, 2019, our internal financial controls were adequate and operating effectively.

Turnover and Profitability:

During the year under review company has not under taken business operation and there no turnover during the year under review as against the nil turnover previous year, however there was only interest income but because of effective administration, internal checks and control company has made Profit after Tax of Rs. 2,26,630 /- as against Rs.2,03,072 /- previous year.

Cautionary Statement:

Statement in this Management and Discussion and Analysis Report describing the Company's objectives, projections, estimates and expectations may be forward looking statement and within the meaning of applicable laws and regulations. Actual results may or might differ materially from those either expressed or implied.

Independent Auditor's Report

To
The Members of
ROSE MERC LIMITED

Report on the Indian Accounting Standards (Ind AS) Financial Statements

Opinion:

We have audited the accompanying financial statements of **Rose Merc Limited.**, which comprise the Balance Sheet as at **31st March, 2019**, and the Statement of Profit and Loss (Including Other Comprehensive Income) and Cash Flow Statement and the statement of Changes in Equity for the year ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view inconformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

There are no Key Audit Matters Reportable as per SA 701 issued by ICAI.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, but does not include the financial statements and our auditor's report thereon. These reports are expected to be made available to us after the date of our auditor's report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the other information included in the above reports, if we conclude that there is material misstatement therein, we are required to communicate the matter to those charged with governance and determine the actions under the applicable laws and regulations.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements, or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up

to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in "**Annexure A**", a statement on the matter specified in the paragraph 3 and 4 of the Order.

2. As required under provisions of section 143(3) of the Companies Act, 2013, we report that**:**

a. We have obtained all the information and explanations which to the best of our knowledge and belief where necessary for the purposes of our audit;

b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;

c. The Balance Sheet and Statement of Profit and Loss including Other Comprehensive Income Statement of Cash Flow and Statement of Changes of Equity dealt with this report are in agreement with the books of account;

d. In our opinion, the Balance Sheet and Statement of Profit and Loss comply with the Ind AS specified in section 133 of the Act, read with relevant rule issued thereunder.

e. On the basis of written representations received from the directors as on March 31, 2019, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019, from being appointed as a director in terms of section 164(2) of the Act.

f. With respect to the adequacy of the internal financial controls over financial reporting of the company and operating effectiveness of such controls, referred to our separate report in "**Annexure B"**.

g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h. With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:

(a) The Company has disclosed the impact of pending litigation on its financial position in its standalone financial statement except as provided in Annexure "A" clause (vii).

(b) The Company did not have any long-term and derivative contracts as at March 31, 2019.

(c) There has been no delay in transferring amounts, required to be transferred, the Investor Education and Protection Fund by the Company during the year ended March 31, 2019.

FOR DOSHI MARU & ASSOCIATES,
Chartered Accountants

Sd/-
Sarvesh A. Gohil
Partner
M. No. 135782
FRN: 0112187W
Date: 28/05/2019
Place: Jamnagar

ANNEXURE "A" TO AUDITOR'S REPORT

In terms of the information and explanations given to us and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state as under:

(i) In respect of Its Property, Plant & Equipment:

a) The company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.

b) These fixed assets were physically verified by the management during the year. We have been informed that no material discrepancies were noticed on such physical verification.

c) According to the information and explanation given to us and in the basis of our examination of the records of the company the title deeds of immovable properties are in the name of the company.

(ii) The There is no physical inventory at the end of the year. Therefore, the requirement of clause (ii) of paragraph 3 of the said Order is not applicable to the company.

(iii) The company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Therefore, the provisions of Clause 3 (iii)(a), (iii)(b) and (iii)(c) of the said order are not applicable to the company.

(iv) In our opinion and according to the information and explanations given to us, the Company has not provided any loans and advances under section 185 and 186 of the Companies Act, 2013.

(v) The company has not accepted any deposits from the public within the meaning of sections 73 to 76 or any relevant provisions of the 2013 act and the rules framed there under to the extent notified.

(vi) The Central government has not prescribed the maintenance of cost records by the company under section 148(1) of the companies Act, 2013 for any of its products.

(vii) In respect of Statutory Dues:

a) The company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Duty of Customs, GST, Cess and any other statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, sales tax, customs duty, excise duty and cess were in arrears, as at 31.03.19 for a period of more than six months from the date they became payable.

b) According to the information and explanations given to us, there are no dues of sales tax, income tax, custom duty, wealth tax, GST, excise duty and cess which have not been deposited on account of any dispute except the following:

Name of the status	Nature of Dues	Amount (Rs.)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income tax	1,41,49,263/-	A.Y. 2009-10	CIT (A)

(viii) Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of loans or borrowing to financial institutions, banks or Government. The company has not issued any debentures as at the balance sheet date.

(ix) There were no moneys raised by way of initial public offer or further public offer (including debt instruments). The Moneys raised by way of term loan were applied for the purpose for which those are raised.

(x) During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the company or any fraud on the Company by its officers or employees noticed or reported during the year, nor have we been informed of such cases by the Management.

(xi) In our opinion and according to the information and explanations given to us, the Company is not a public company. Accordingly, paragraph 3(xi) of the Order is not applicable.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

(xiii) According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the financial statements etc., as required by the applicable accounting standards;

(xiv) According to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.

(xv) According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

(xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

FOR DOSHI MARU & ASSOCIATES,
Chartered Accountants

Sd/-
Sarvesh A. Gohil
Partner
M. No. 135782
FRN: 0112187W
Place: Jamnagar
Date : 27/05/2019

ANNEXURE "B" TO THE AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of **Rose Merc Limited** ('the Company') as of 31st March, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the 'Guidance Note') issued by the Institute of Chartered Accountants of India (the 'ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by the ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2019 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

FOR DOSHI MARU & ASSOCIATES,
Chartered Accountants

Sd/-
Sarvesh A. Gohil
Partner
M. No. 135782
FRN: 0112187W
Place: Jamnagar
Date : 27/05/2019

ROSE MERC LIMITED				
BALANCE SHEET AS AT 31ST MARCH, 2019				
Particulars		**Note No.**	**As At 31st March 2019**	**As At 31st March 2018**
ASSETS				
Non-Current Assets				
(a)	Property, Plant & Equipment		-	-
(b)	Capital Work -In-Progress		-	-
(c)	Investment Properties		-	-
(d)	Goodwill		-	-
(e)	Other Intangible Assets		-	-
(f)	Intangible Assets under development		-	-
(g) Biological Assets other than Bearer plants			-	-
(h) Financial Assets				
i.	i. Investments	2	501,600.00	501,600.00
ii.	ii. Trade Receivables		-	-
iii.	iii. Loan	3	47,625,985.00	48,746,222.00
iv.	iv. Other Financial Assets			
(i) Deferred tax Assets (net)			-	-
(k) Other Non-Current Assets			-	-
Total Non-Current Assets			48,127,585.00	49,247,822.00
Current assets				
(a) Inventories			-	-
(b) Financial Assets			-	-
i.	i. Investments		-	-
ii.	ii. Trade Receivables		-	-
iii.	iii. Cash and cash Equivalents	4	27,656.44	22,995.49
iv.	iv. Bank balance other than(iii) above		-	-
v.	v. Loan		-	-
vi.	vi. Others		-	-
(c) Income/Current tax assets (net)		5	592,308.00	308,879.00
(d) Other Current Assets		6	2,116,626.00	2,116,626.00
Total Current Assets			2,736,590.44	2,448,500.49
Total Assets(1+2)			50,864,175.44	51,696,322.49
EQUITY AND LIABILITIES				
Equity				
(a) Equity Share Capital		7	9,960,000.00	9,960,000.00
(b) Other equity		8	15,356,068.97	15,129,438.49
Total Equity			25,316,068.97	25,089,438.49
Liabilities				
Non Current Liabilities				
(a) Financial liabilities				
i. Borrowings		9	24,844,359.00	25,846,470.00
ii. Trade Payables			-	-
iii. Other Financial Liabilities (other than specified in items(b), to be specified)			-	-
(b) Provision			-	-
(b) Deferred tax liabilities (net)			-	-
(c) Other Non-Current liabilities			-	-
Total Non-Current Liabilities			24,844,359.00	25,846,470.00
Current Liabilities				
(a) Financial liabilities				
i. Borrowings			-	-

ii. Trade (Financial) payable	10	312,158.47	471,500.00
iii. Other Financial liabilities		-	-
(b)Provisions	11	145,800.00	72,900.00
(c)Income/Current tax liabilities (net)		-	-
(d) Other Current Liabilities	12	245,789.00	216,014.00
Total Current Liabilities		703,747.47	760,414.00
Total Liabilities		25,548,106.47	26,606,884.00
Total Equity and Liabilities		**50,864,175.44**	**51,696,322.49**
Significant Accounting Policies			
See Accompanying Notes to Financial Statements	1		

As per our report on even date attached

For DOSHI MARU & ASSOCIATES
Chartered Accountants

sd/-
Sarvesh A Gohil
Partner
M.No. 135782
F.R.N.0112187W
Place: Jamnagar
Date: 27/05/2019

For ROSE MERC LIMITED

sd/- **sd/-**
Director **Director**
Kirti Savla **Shakuntla Shah**
DIN: 02003878 **DIN: 06936927**

sd/-
CS & CFO
Jaini Jain

ROSEMERC LIMITED			
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST, MARCH 2019			
Particulars	**Notes**	**For the year ended 31 March 2019**	**For the year ended 31 March 2018**
Income			
I. Revenue from operations		-	-
II. Other income	13	3,634,292.00	3,777,821.00
III. Total Revenue (I + II)		**3,634,292.00**	**3,777,821.00**
IV. Expenses:			
Cost of materials consumed		-	-
Purchases of Stock-in-Trade		-	-
Changes in inventories of finished goods work-in-progress and Stock-in-Trade		-	-
Employee benefits expense	14	471,500.00	566,325.00
Finance costs	15	1,617,917.00	2,073,043.00
Depreciation and amortization expense		-	-
Other expenses	16	1,238,244.52	874,380.47
V. Total Expenses		**3,327,661.52**	**3,513,748.47**
VI. Profit/(Loss) before Exceptional items & Tax (III-V)		306,630.48	264,072.53
VII Exceptional Items		-	-
VIII Profit/(Loss) Before tax		**306,630.48**	**264,072.53**
IX Tax expense:			
(1) Current tax		**80,000.00**	**61,000.00**
(2) Deferred tax		-	-
X Profit/ (Loss) for the year		**226,630.48**	**203,072.53**
Other Comprehensive Income			
A.(i) Items that will not reclassified to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B.(i) Items that will be reclassified to profit or loss		-	-
(ii) income tax relating to items that will be reclassified to profit or loss		-	-
Total of Comprehensive income		-	-
XI Profit/(Loss) After Other Comprehensive Income		226,630.48	203,072.53
XII Earnings per equity share: (Continuing operation)			
(1) Basic (in Rs.)		0.23	0.20
(2) Diluted (in Rs.)		0.23	0.20
Significant Accounting Policies			
See Accompanying Notes to Financial Statements	**1**		

For DOSHI MARU & ASSOCIATES
Chartered Accountants

sd/-
Sarvesh A Gohil
Partner
M.No. 135782
F.R.N.0112187W
Place: Jamnagar
Date: 27/05/2019

For ROSE MERC LIMITED

sd/- **sd/-**
Director **Director**
Kirti Savla **Shakuntla Shah**
DIN: 02003878 **DIN: 06936927**

sd/-
CS & CFO
Jaini Jain

ROSE MERC LIMITED				
CASHFLOW STATEMENT FOR YEAR ENDED 31ST MARCH, 2019				
Particular	**For the year ended 31 March 2019**		**For the year ended 31 March 2018**	
CASHFLOW STATEMENT	**Amount (In Rs.)**	**Amount (In Rs.)**	**Amount (In Rs.)**	**Amount (In Rs.)**
A. Cash flow from Operating Activities				
Net Profit Before tax as per Statement of Profit & Loss		306,630.48		264,072.53
Adjustments for :				
Interest Income	3,634,292.00		3,777,821.00	
Finance Cost	1,617,917.00	2,016,375.00	2,073,043.00	1,704,778.00
Operating Profit before working capital changes	-	1,709,744.52	-	1,440,705.47
Changes in Working Capital	-	-	-	-
Trade receivable	-	-	8,457,795.00	-
Other Loans and advances receivable	-	-	-	-
Trade Payables	159,341.53		7,866,963.00	
Other Current Liabilities	29,775.00	-	28,139.00	
Other Current Assets	-		100,000.00	
Provisions	210,529.00	-	340,979.00	-
	-	340,095.53	-	177,992.00
Less : Income Tax Provision	-	80,000.00	-	61,000.00
Net Cash Flow from Operating Activities (A)	-	2,129,840.05	-	1,323,713.47
B **Cash flow from investing Activities**				
Movement in Loan & Advances	1,120,237.00		9,716,648.00	
Interest Income	3,634,292.00		3,777,821.00	
Net Cash Flow from Investing Activities (B)		4,754,529.00		13,494,469.00
C. **Cash Flow From Financing Activities**				
Proceeds From long Term Borrowing (Net)	1,002,111.00	-	10,152,024.00	-
Short Term Borrowing (Net)	-	-	-	-
Interest Paid	1,617,917.00	-	2,073,043.00	-
Dividend paid (Including DDT)	-	-	-	-
Net Cash Flow from Financing Activities (C)	-	2,620,028.00	-	12,225,067.00
D.Net (Decrease)/ Increase in Cash & Cash Equivalents (A+B+C)	-	4,660.95	-	54,311.47
Opening Cash & Cash Equivalents	-	22,995.49	-	77,306.96
F. Cash and cash equivalents at the end of the period	-	27,656.44	-	22,995.49
G. Cash And Cash Equivalents Comprise :	-	-	-	-
Cash		14,212.35		14,412.35
Bank Balance :				
Current Account		13,444.09		8,583.14
Deposit Account	-	-	-	-
Total		**27,656.44**		**22,995.49**

For DOSHI MARU & ASSOCIATES
Chartered Accountants

sd/-
Sarvesh A Gohil
Partner
M.No. 135782
F.R.N.0112187W
Place: Jamnagar
Date: 27/05/2019

For ROSE MERC LIMITED

sd/- **sd/-**
Director **Director**
Kirti Savla **Shakuntla Shah**
DIN: 02003878 **DIN: 06936927**

sd/-
CS & CFO
Jaini Jain

ROSE MERC LIMITED		
STATEMENT OF CHANGES IN EQUITYFOR THE YEAR ENDED 31st MARCH,2019		
Particulars	**As at 31st March, 2019 Amt. Rs.**	**As at 31st March, 2018 Amt. Rs.**
A -EQUITY SHARE CAPITAL		
Outstanding at the Beginning of the Year	9,960,000.00	9,960,000.00
Issued during the Year	-	-
Total	**9,960,000.00**	**9,960,000.00**

Particulars	**Balance at the beginning of reporting Period i.e 01st April,2018 Amt. Rs.**	**Profit for the Year Amt. Rs.**	**Transfer to/ from Retained Earnings Amt. Rs.**	**Balance at the End of Reporting Period i.e. 31st March,2019 Amt. Rs.**
B -other equity As at 31st march, 2019				
Share application money pending allotment	-	-	-	-
Reserve and surplus				
Retained earnings		226,630.48	-	15,429,568.97
Other comprehensive income	-	-	-	-
Total	**15,202,938.49**	**226,630.48**	**-**	**15,429,568.97**

For DOSHI MARU & ASSOCIATES
Chartered Accountants

sd/-
Sarvesh A Gohil
Partner
M.No. 135782
F.R.N.0112187W
Place: Jamnagar
Date: 27/05/2019

For ROSE MERC LIMITED

sd/-
Director
Kirti Savla
DIN: 02003878

sd/-
Director
Shakuntla Shah
DIN: 06936927

sd/-
CS & CFO
Jaini Jain

ROSE MERC LIMITED
For Year ended on 31st March 2019

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note: - 1 Significant accounting policies:

1.0 Corporate Information

Rose Merc. Limited is a Limited Company, incorporated under the provisions of Companies Act, 1956 and having CIN: L24110MH1985PLC035078. The company is mainly trading of General Merchandise and allied items along with finance and investment based activities. The Registered office of the Company is situated at Office No. G-2, Ground floor, Part-A, Mangal Mahesh, 14th road khar (west) Mumbai - 400052.

1.1 Basis of preparation of financial statements

a. Accounting Convention: -

The financial statements have been prepared in accordance with Section 133 of Companies Act, 2013, i.e. Indian Accounting Standards ('Ind AS') notified under Companies (Indian Accounting Standards) Rules 2015. The Ind AS Financial Statements are prepared on historical cost convention, except in case of certain financial instruments which are recognized at fair value.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Part I of Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current - non-current classification of assets and liabilities.

b. Compliance with Ind AS

The financial statements have been prepared in accordance with Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015**.**

c. Recent accounting pronouncements

The Company applied Ind AS 115 for the first time. The Indian Accounting Standard (Ind AS) 116, lease is applicable from FY 2019-20. The management believes that the adoption of Ind AS 116 does not have any significant impact on the financial statements. The Company has not early adopted any standards or amendments that have been issued but are not yet effective.

d. Use of Estimates and Judgments

The preparation of the Ind AS financial statements in conformity with the generally accepted accounting principles in India requires management to make estimates and assumptions that affect the reported amount of assets and liabilities as of the Balance Sheet date, reported amount of revenue and expenses for the year and disclosure of contingent liabilities and contingent assets as of the date of Balance Sheet. The estimates and assumptions used in these Ind AS financial statements are based on management's evaluation of the relevant facts and circumstances as of the date of the Ind AS financial statements. The actual amounts may differ from the estimates used in the preparation of the Ind AS financial statements and the difference between actual results and the estimates are recognized in the period in which the results are known/materialize.

e. Current and Non –Current Classification

An Asset or liability is classified as current when it satisfies any of the following criteria:

i) It is expected to be realized / settled, or is intended for sales or consumptions, in the Company's Normal Operating Cycle.

ii) It is held primarily for the purpose of being traded.

iii) It is expected to be realized / due to be settled within twelve months after the end of reporting date;

iv) The Company does not have an unconditional right to defer the settlement of the liability for at least twelve months after the reporting date.

All other assets and liabilities are classified as Non - Current.

For the purpose of Current / Non - Current classification of assets and liabilities, the Company has ascertained its operating cycle as twelve months. This is based on the nature of services and the time between the acquisition of the assets or liabilities for processing and their realization in Cash and Cash Equivalents.

1.2 Basis of Preparation

(A) Revenue recognition

Ind AS 115 Revenue from Contracts with Customers

Ind AS 115 is applicable from FY 2018-19 and it replaces Ind AS 18. It applies, with limited exceptions, to al revenue arising from contracts with its customers. Ind AS 115 establishes a five-step model to account for revenue arising from contracts with customers and requires that revenue be recognized at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. Ind AS 115 requires entities to exercise judgment, taking into consideration al of the relevant facts and circumstances when applying each step of the model to contracts with their customers. It also specifies the accounting for the incremental costs of obtaining a contract and the costs already related to fulfilling a contract. The Company has adopted the modified retrospective method of applying Ind AS 115 Revenue from Contract with customers in its initial year of application. Revenue is measured at the fair value of the consideration received or receivable.

Sale of goods

Revenue from sale of products is recognized at the point in time when control of the asset is transferred to the customer, generally when the product is shipped to the customer.

Other Revenues

Other operating revenues comprise of income from ancillary activities incidental to the operations of the Company and is recognized when the right to receive the income is established as per the terms of the contract. Service income is recognized as and when services are rendered as per the terms of the contract.

(B) Other income:

Interest: Interest income is calculated on effective interest rate, but recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend: Dividend income is recognised when the right to receive dividend is established.

(C) Borrowing Cost

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Other borrowing costs are expensed in the period in which they are incurred.

(D) Inventories

Inventories are stated at cost or net realisable value whichever is lower. Cost is determined on First-In-

First-Out basis.

Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

'Cost' comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventory to the present location and condition.

Items such as spare parts, stand-by equipment and servicing equipment which is not plant and machinery gets classified as inventory.

(E) Foreign Currency Transactions

i) Functional currency

The functional currency of the company is the Indian rupee. These financial statements are presented in Indian rupees.

ii) Initial Recognition

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction**.**

iii) Subsequent Recognition

As at the reporting date, non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. All non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

All monetary assets and liabilities in foreign currency are restated at the end of accounting period. Exchange differences on restatement of all other monetary items are recognised in the Statement of Profit and Loss.

(F) Earnings per share (EPS):

Basic EPS is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted EPS, the net profit or loss for the period attributable to equity shareholders and the weighted average number of additional equity shares that would have been outstanding are considered assuming the conversion of all dilutive potential equity shares. Earnings considered in ascertaining the EPS is the net profit for the period and any attributable tax thereto for the period.

(G) Income Tax

Tax expense for the period, comprising current tax and deferred tax, are induded in the determination of the Net profit or loss for the period. Current lax is measured at the amount expected to be paid to the tax authorities in accordance with the taxation laws prevailing in the respective jurisdictions.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

(H) Provisions and Contingent liabilities

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the

amount can be reliably estimated. These are reviewed at each year end and reflect the best current estimate. Provisions are not recognised for future operating losses. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

(I) Financial Instruments:

Financial assets and financial liabilities are recognised when a company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

(J) Investments:

All Investments are carried at fair value. The changes in the fair value of Investments, which at the inception, have been designated to be held for a long term capital appreciation, are considered through Other Comprehensive Income. All other investments are valued at fair value and the gains or losses being recognized Statement of Profit and Loss.

(K) Cash and cash equivalents:

Cash and cash equivalents include cash in hand, demand deposits with bank and other short-term (3 months or less from the date of acquisition), highly liquid investments that are readily convertible into cash and which are subject to an insignificant risk of changes in value.

NOTE :2 NON CURRENT INVESTMENTS

Particulars	As at 31st March, 2019	As at 31st March, 2018
(a) Investments in Equity Instruments	501,600.00	501,600.00
(b) Investment in Preference Shares		
(C) Investments in Government or trust securities		
(d) Investments in debentures or bonds		
(e) Investments in Mutual Funds		
(f) Investments in partnership firms		
(g) Other investments		
Sub- Total (a)	501,600.00	501,600.00
Further Classified		
(A) Aggregate amount of quoted investments and market value thereof	-	-
(B) Aggregate amount of unquoted investments	-	501,600.00
(C) Aggregate amount of impairment in value of investments	-	-
Total	**501,600.00**	**501,600.00**

NOTE : 3 NON CURRENT LOANS

Particulars	As at 31st March, 2019	As at 31st March, 2018
Secured, considered good	-	-
(a) Security Deposits	-	-
(c) Loan by Pramoter/ Directors/Associates Company/Subsidary Company/Group Company	-	-
(d) Other advances		
Unsecured, considered good	-	-
(a) Security Deposits		
(c) Loan by Promoter/ Directors/Associates Company/Subsidiary Company/Group Company		
(d) Other advances	47,625,985.00	48,746,222.00
Total	**47,625,985.00**	**48,746,222.00**

NOTE : 4 CASH AND BANK BALANCES

Particulars	As at 31st March, 2019	As at 31st March, 2018
Balance with Banks		
HDFC Bank	5,829.13	968.18
Progressive Bank	7,614.96	7,614.96
Cheques, drafts on hand	-	-
Cash on hand	14,212.35	14,412.35
Others(margin money/security against the borrowings/ guarantees/ other commitments)	-	-
Total	**27,656.44**	**22,995.49**

NOTE: 5 INCOME/CUIRRENT TAX ASSETS (NET)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Opening Balance	308,879.00	403.00
Charge for the year	80,000.00	61,000.00
Others	-	7,500.00
Tax Paid	363,429.00	377,782.00
Total	**592,308.00**	**308,879.00**

NOTE : 6 OTHER CURRENT ASSETS

Particulars	As at 31st March, 2019	As at 31st March, 2018
Secured, considered good	-	-
(a) Security Deposits	-	-
(c) Loan by Promoter/ Directors/ Associates Company/ Subsidiary Company/ Group Company		
(d) Other advances		
Unsecured, considered good		
(a) Security Deposits		
(c) Loan by Promoter/ Directors/Associates Company/Subsidiary Company/Group Company		
(d) Balance with Government Authorities	2,016,626.00	2,016,626.00
(d) Other advances	100,000.00	100,000.00
Total	**2,116,626.00**	**2,116,626.00**

NOTE : 9 NON-CURRENT BORROWINGS

Particulars	As at 31st March, 2019	As at 31st March, 2018
Secured		
(a) Bonds or debentures	-	-
(b) Term Loans		
(i) From Banks		
(ii) Form other Parties		
(c) Other loans		
Unsecured		
(a) Loans from related parties	-	-
(b) Other loans	24,844,359.00	25,846,470.00
Total	**24,844,359.00**	**25,846,470.00**

NOTE :7 SHARE CAPITAL

Particulars	As at 31st March 2019		As at 31st March 2018	
	Units	Amt. Rs.	Units	Amt. Rs.
Authorised Share Capital				
Equity Shares of ` 10 each	5,000,000.00	50,000,000.00	5,000,000.00	50,000,000.00
Issued				
Equity Shares of ` 10 each	996,000.00	9,960,000.00	996,000.00	9,960,000.00
Subscribed & Paid up				
Equity Shares of ` 10 each fully paid	996,000.00	9,960,000.00	996,000.00	9,960,000.00
Total	**996,000.00**	**9,960,000.00**	**996,000.00**	**9,960,000.00**

NOTE : 7.1 RECONCILIATION OF NUMBER OF SHARES

Particulars	As at 31st March 2019 No. of Shares		As at 31st March 2018 No. of Shares	
Shares outstanding at the beginning of the year	996,000.00	9,960,000.00	996,000.00	9,960,000.00
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	**996,000.00**	**9,960,000.00**	**996,000.00**	**9,960,000.00**

NOTE : 7.2 Details of Shares held by shareholders holding more than 5% of the aggregate shares in the co.

Particulars	As at 31st March 2019		As at 31st March 2018	
	Units	% Held	Units	% Held
Vivek Malik	88,582.00	8.89	88,582.00	8.89
Shakun Holdings Pvt. Ltd.	86,700.00	8.70	86,700.00	8.70

NOTE : 8 OTHER EQUITY **(In Rs)**

Particulars	As at 31st March, 2019	As at 31st March, 2018
Securities Premium Reserve		
As per last Balance Sheet		
Add : On issue of shares		
Less: Calls in arrears - by others		
Retained Earnings		
As per last Balance Sheet	15,202,938.49	14,963,865.96
As Restated		
Period For 2016-17		
Prior Period Exp. (Director Remuneration)		30,000.00
Correction in Prior perid Effect on Tax		7,500.00
Period For 2017-18		
Prior Period Exp. (Director Remuneration)	90,000.00	-
Correction in Prior period Effect on Tax	16,500.00	-
Add: Profit for the year	226,630.48	203,072.53
Less: Income Tax Written Off		
	15,356,068.97	15,129,438.49
Other Comprehensive Income (OCI)		
As per last Balance Sheet		
Add: Movement in OCI (Net) during the year		
Total	**15,356,068.97**	**15,129,438.49**

NOTE: 10 CURRENT TRADE PAYABLE **(In Rs)**

Particulars	As at 31st March, 2019	As at 31st March, 2018
Due Form:		
Micro, Small and Medium Enterprises		
Others	312,158.47	471,500.00
Total	**312,158.47**	**471,500.00**

NOTE : 11 CURRENT PROVISION **(In Rs)**

Particulars	As at 31st March, 2019	As at 31st March, 2018
(a) Provision for employee benefits		
(b) Others		
For Audit Fees	145,800.00	72,900.00
Total	**145,800.00**	**72,900.00**

NOTE : 12 OTHER CURRENT LIABILITIES **(In Rs)**

Particulars	As at 31st March, 2019	As at 31st March, 2018
(a) revenue received in advance		
(b) Statutory Remittance		
TDS Payables	169,589.00	215,814.00
Professional Tax payables	200.00	200.00

(c) others		
Salary Payable	36,000.00	-
Director Fees Payable	40,000.00	-
Total	**245,789.00**	**216,014.00**

NOTE : 13 OTHER INCOME **(In Rs)**

Particulars	**For the Year Ended 31st March, 2019**	**For the Year Ended 31st March, 2018**
Interest Income		
Interest on Loan	3,634,292.00	3,777,821.00
Interest on IT Refund	-	-
Dividend Income	-	-
Other Non-operating revenues	-	-
Total	**3,634,292.00**	**3,777,821.00**

NOTE : 14 EMPLOYEE BENEFITS EXPENSES **(In Rs)**

Particulars	**For the Year Ended 31st March, 2019**	**For the Year Ended 31st March, 2018**
(a) Salaries and Wages	471,500.00	558,400.00
(b) Contributions to Provident Fund & Other Fund		
Provident fund	-	-
ESIC	-	-
(c) Staff welfare expenses	-	7,925.00
(d) Provision for Gratuity	-	-
(e) Termination Benefits	-	-
Total	**471,500.00**	**566,325.00**

NOTE :15 FINANCE COST **(In Rs)**

Particulars	**For the Year Ended 31st March, 2019**	**For the Year Ended 31st March, 2018**
(a) Interest expense :-		
(i) Borrowings	1,617,917.00	2,073,043.00
(ii) Others		
- Interest on TDS	-	-
- Other Interest	-	-
(b) Other borrowing costs	-	-
Total	**1,617,917.00**	**2,073,043.00**

NOTE: 16 OTHER EXPENSES **(In Rs)**

Particulars	**For the Year Ended 31st March, 2019**	**For the Year Ended 31st March, 2018**
Operating Expenses		
Electricity Charges	70,367.00	17,429.00
Selling & Distribution Expenses		
Conveyance Exp.	-	12,000.00
Establishment Expenses		
Advertisement Exp	74,634.00	58,154.00
Listing Fees	295,000.00	287,500.00
Rates & Taxes	2,500.00	2,500.00
Rent	240,720.00	128,180.00

Payment To auditor	79,650.00	84,300.00
Legal & Professional Fees	412,651.52	231,091.47
Mis Expenses.	62,722.00	53,226.00
Total	**1,238,244.52**	**874,380.47**

NOTE :16.1 PAYMENT TO AUDITORS AS: **(In Rs)**

Particulars	**For the Year Ended 31st March, 2019**	**For the Year Ended 31st March, 2018**
As Auditor		
Statutory Audit	**79,650.00**	**84,300.00**
For management services		
For other services		
For reimbursement of expenses		
Total	**79,650.00**	**84,300.00**

17. The previous year's figures have been reworked, regrouped, and reclassified wherever necessary. Amounts and other disclosures for the preceding year are included as an integral part of the current annual financial statements and are to be read in relation to the amounts and other disclosures relating to the current financial year.

18. Credit and Debit balances of unsecured loans, sundry creditors, sundry Debtors, loans and Advances are subject to confirmation and therefore the effect of the same on profit could not be ascertained.

19. During the Year F.Y. 2018-19 Company has taken Corrective action on Prior Period Errors of Director Remuneration paid for period October, 2016 to March,2018, In this regards As Per Ind AS 8 (Accounting Policies, Changes in Accounting Estimates and Errors) retrospective adjustments in respective year to that extent in financial figures as well as in EPS of Year ended March, 2018 and Quarter Ended March, 2018 are made.

20. Foreign Currency Transactions: -

Expenditure in Foreign Currency: - Nil

Earnings in Foreign Currency: - Nil

21. Related Parties Disclosure: -

The Disclosures of Transaction with the related parties as defined in the related parties as defined in the Accounting Standard are given below:

List of related parties with whom transactions have taken place and relationships: -

Name of Related Parties	**Relationship**
Kirti Savla	Key Managerial Personnel
Shakuntla Devendra Shah	Key Managerial Personnel
Pooja R. Shah	Key Managerial Personnel

Transaction during the current financial year with related parties: -

Sr No.	**Name Of related Parties**	**Nature of relation**	**Nature of Transaction**	**Amount Debited**	**Amount Credited**	**O/s at the End Receivable /(Payable)**
1	Kirti Savla	Key Managerial Person	Director Remuneration	90,000.00	90,000.00	90,000.00

2.	Shakuntla D. Shah	Key Managerial Person	Sitting Fees	45,000.00	60,000.00	(15,000.00)
3.	Pooja R. Shah	Key Managerial Person	Director Remuneration	-	25,000.00	(25,000.00)

22. Earnings Per Share

Particulars	Year Ended on 31st March, 2019 (Rs.)	Year Ended on 31st March, 2018 (Rs.)
Profit / (Loss) after tax attributable to Equity Shareholders (A)	2,26,630.48	2,03,072.53
Weighted Number of Equity Share outstanding During the year (B) (In Nos.)	9,96,000.00	9,96,000.00
Basic Earnings Per Share for each Share of Rs.10/- (A) / (B)	0.23	0.20

23. Notes forming part of accounts in relation to Micro and small enterprise

1. Based on information available with the company, on the status of the suppliers being Micro or small enterprises, on which the auditors have relied, the disclosure requirements of Schedule III to the Companies Act,2013 with regard to the payments made/due to Micro and small Enterprises are given below :

Sr. No.	Particulars	Year Ended on 31st March 2019		Year Ended on 31st March 2018	
		Principal	Interest	Principal	Interest
I	Amount due as at the date of Balance sheet	Nil	Nil	Nil	Nil
Ii	Amount paid beyond the appointed date during the year	Nil	Nil	Nil	Nil
iii	Amount of interest due and payable for the period of delay in making payments of principal during the year beyond the appointed date	Nil	Nil	Nil	Nil
Iv	The amount of interest accrued and remaining unpaid as at the date of Balance sheet	Nil	Nil	Nil	Nil

The company has initiated the process of obtaining the confirmation from suppliers who have registered themselves under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006) but has not received the same in totality. The above information is compiled based on the extent of responses received by the company from its suppliers.

ROSE MERC LIMITED
CIN: L24110MH1985PLC035078
Reg. Off: Office No G -2, Ground Floor, Part – A, Mangal Mahesh , 14th Road Khar (West) Mumbai - 400052

PROXYFORM

Form No. MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No.:	
DP ID / Client ID	

I/We, being the member(s) of _____ shares of the **Rose Merc Limited**, hereby appoint;

1. Name : …….....
Address: …….....
E-mail ID: ……. Signature: ..... or failing him
2. Name :
…….....
Address: …….....
E-mail ID: ……. Signature: ..... or failing him
3. Name : …….
Address:
…….....
.
E-mail ID: ……..... Signature: .....

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th Annual General Meeting of the Company, to be held on Friday, September 27, 2018 at 02.00 P.M. at "Office No G -2, Ground Floor, Part – A, Mangal Mahesh, 14th Road Khar (West) Mumbai - 400052, Maharashtra and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No.	RESOLUTIONS	OPTIONAL[3]	
Ordinary Business		**FOR**	**AGAINST**
1.	Consider and adopt Audited Financial Statements for the financial year ended 31st March, 2019, together with the Report of Directors and Auditors thereon.		
2.	Re-appointment of Mr. Kirti Chunilal Savla (DIN: 02003878) who retires by rotation.		
Special Business			
3.	Regularisation of Appointment of Ms. Pooja Shah as an Independent Non Executive Director.		

Signed this …… day of……, 2019

Signature of Shareholder

Affix Re.1/- Revenue Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of 35th Annual General Meeting.
3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.

ANNUAL REPORT 2018-19

ATTENDANCE SLIP

ROSE MERC LIMITED
CIN: L24110MH1985PLC035078
Reg. Off: Office No G -2, Ground Floor, Part – A, Mangal Mahesh , 14th Road Khar (West) Mumbai - 400052

DP ID		**Folio No.**	
Client ID		**No. of Shares**	

Name and address of Shareholder / Proxy holder

_____

_____

I hereby record my presence at the 35th Annual General Meeting of the Company held on Friday, 27th September, 2019 at "Office No G -2, Ground Floor, Part – A, Mangal Mahesh, 14th Road Khar (West) Mumbai - 400052, Maharashtra at 05.00 p.m.

Shareholder / Proxy's Signature

(Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand over at the entrance of the Meeting Hall)

UPDATION FORM

To,
Link Intime India Private Limited
C 101, 247 Park, L.B.S. Marg,
Vikhroli (West),
Mumbai – 400 083,
Maharashtra

Dear Sir/Ma‟am,

Sub: Updation of Shareholder Information

Ref: Rose Merc Limited (CIN: L24110MH1985PLC035078)

I/we request you to record the following information against my/our folio no.;

Folio Number		No of Shares Held	
Name of the Shareholder	1. 2.		
Address of The First Holder			
Email Id			
PAN		Telephone No(s)	
Specimen Signature(s)	1.	2.	
Attestation By Bank Under Their Stamp Name of the officer Authorization Code Number Contact Number			

I/We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete/incorrect information, I/we would not hold the Company /RTA responsible. I/We understand that the above details shall be maintained till I/we hold the securities under above folio number. Pursuant to Section 101 of the Companies Act, 2013 read with Rule made there under, I also give consent to the company to send the Notices, Annual Reports etc. through electronically.

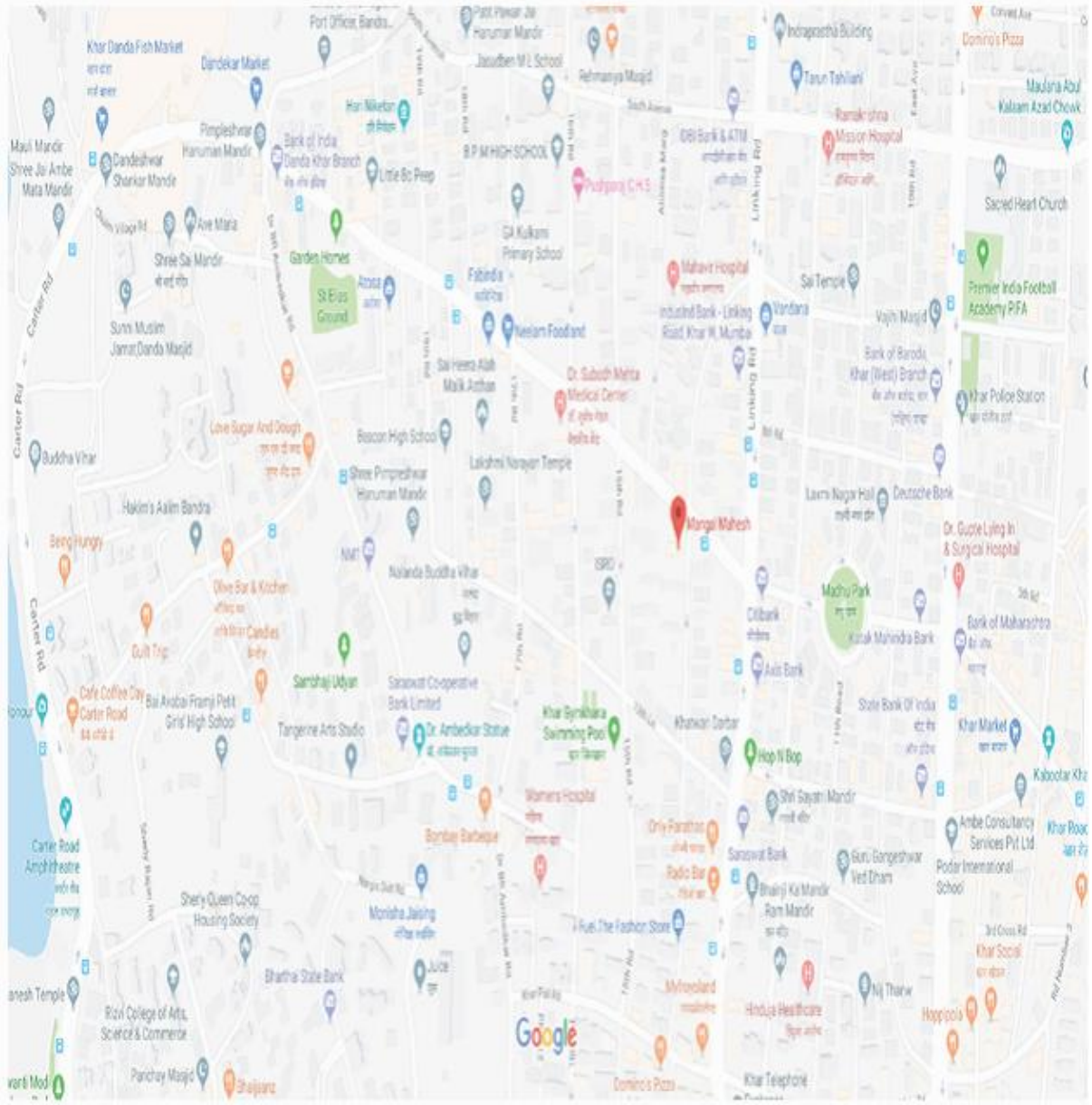
Place:
Date: **Signature of sole/ First Holder**

Note:

1. Shareholders who hold the shares in demat mode are requested to update the details with their Depository Participant.
2. Members who hold shares in physical mode are requested to send this form duly filled and signed with their signature which shall be duly attested by their banker under their name, authorization code number, contact number and Account number with the bank.
3. Attach following documents along with form;
   a) Attested copy of the PAN card.
   b) Attested copy of Aadhar Card/Passport/ration Card/Driving License/Voter Id (any one) (If PAN card is not obtained)
   c) Attested copy of latest utility Bill (Telephone/Electricity/Gas) (any one) (if the address is changed)
   d) In case of death of any holder kindly send attested copy of the death certificate

ROUTE MAP TO THE AGM VENUE

ROSE MERC LIMITED
CIN: L24110MH1985PLC035078



35TH ANNUAL GENERAL MEETING	
DAY	**Friday**
DATE	**September 27, 2019**
TIME	**02:00 P.M.**
VENUE	**Office No G -2, Ground Floor, Part – A, Mangal Mahesh, 14th Road Khar (West) Mumbai - 400052, Maharashtra**