

Rose Merc Limited

**32nd Annual Report
F.Y. 2015-16**

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Corporate Information

Board of Directors

Mr. Viren Vora	Director
Mr. Kirti Savla	Director
Mr. Mayur Parikh	Independent Director

Statutory Auditor

M/s. J K Shah & Associates

Chartered Accountant

Office No 5, 3rd Floor, Hasham Premji Bldg,
439, Kalbadevi Road, Mumbai – 400 002

Secretarial Auditor

Mr. Anand S Lavingia

Practicing Company Secretary

415-416, "Pushpam Complex", Opp. Seema Hall,
Anandnagar Road, Satellite, Ahmedabad – 380
051

Registered Office

Office No. 5, Mangaldeep Chs, Opp. St. Joseph
School Sector - 4, Kalamboli, Navi Mumbai,
Mumbai City – 410 218

Phone: +91-22-60602719

Email: rmltd1985@gmail.com

Registrar & Share Transfer Agent

Link Intime India Private Limited

C-13, Pannalal Silk Mills Compound, L.B.S.Marg,
Bhandup (West), Mumbai – 400 078

Tel No.: 022 – 2594 6970

Fax No.: 022 – 2594 6969

Email: rnt.helpdesk@linkintime.co.in

Web: www.linkintime.co.in

Bankers

HDFC Bank

Notice to Shareholders

NOTICE is hereby given that the 32nd Annual General Meeting of the Members of Rose Merc Limited will be held at the Registered Office of the Company situated at Office No. 5, Mangaldeep Chs, Opp. St. Joseph School Sector - 4, Kalamboli, Navi Mumbai, Mumbai City – 410 218, on Friday, September 30, 2016 at 01:00 P.M. to transact the following businesses:

Ordinary Businesses:-

1. To receive, consider and adopt audited financial statement of account for the financial year ended on March 31, 2016 and the reports of the Director's and the Auditor's thereon.
2. To appoint a Director in place of Mr. Viren Chamanlal Vora (DIN: 01446499), Director of the Company, who retires by rotation and being eligible, seeks re-appointment.
3. Appointment of Statutory Auditor and to fix their remuneration.

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

"RESOLVED THAT, pursuant to Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation made by the Audit Committee and Board of Directors, M/s. Doshi Maru & Associates, Chartered Accountants (FRN: 0112187W) be and are hereby appointed as the Statutory Auditors of the Company, in place of the retiring Statutory Auditors M/s. J. K. Shah & Associates, Chartered Accountants, Mumbai (Firm Registration No. 109605W), who shall hold office from the conclusion of this 32nd Annual General Meeting for term of one year till conclusion of the 33rd Annual General Meeting and that the Board be and is hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company."

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required for the appointment of the Auditor and to give effect to the aforesaid resolution."

Special Businesses:-

4. Appointment of Mrs. Shakuntla Devendra Shah as an Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 149 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mrs. Shakuntla Devendra Shah (DIN: 06936927), who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director, be and is hereby appointed as Independent Director of the Company designated as the Woman Director, for five consecutive years with effect from September 30, 2016 and whose office shall not be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all things, deeds, acts to execute the above mentioned resolution as may be required."

5. Authority to the Board of Directors to borrow monies.

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

"RESOLVED THAT in supersession to the all earlier resolutions passed in any General Meetings of the Company, if any under section 293(1)(d) of the erstwhile Companies Act, 1956 on the matter and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof) and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board' which term shall include a Committee thereof authorized for the purpose) of the Company, to borrow, from time to time, any sum or sums of money (including non-fund based banking

facilities) as may be required for the purpose of the business of the Company, from one or more Banks, Financial Institutions and other persons, firms, bodies corporates, whether in India or abroad, notwithstanding that the monies so borrowed together with the monies already borrowed (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) may at any time exceed the aggregate of the paid up Capital of the Company and its Free Reserves (reserves not set apart for any specific purpose) provided that the total amount that may be borrowed by the Board and outstanding at any point of time, shall not exceed the sum of Rs. 10 crores (Rupees Ten Crores only).

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide all terms and conditions in relation to such borrowing, at their absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required."

6. Authority for Creation of Charge / Mortgage on Property of the Company.

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

"RESOLVED THAT in supersession to the all earlier resolutions passed in any General Meetings of the Company under section 293(1)(a) of the erstwhile Companies Act, 1956 on the matter and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of Companies Act, 2013, read with relevant rules made thereon, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as "the Board" which term shall be deemed to include any committee thereof for the time being exercising powers conferred on the Board by this resolution) to create charges, mortgages and hypothecations in such form and manner and with such ranking and at such time and on such terms as the Board may determine on all or any of the movable and/or immovable properties both present and future and/or to lease, or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertakings(s), in favor of the lender(s), agent(s), and the trustee(s) including body(ies) corporate or person(s) for securing the borrowing/financial assistance (in foreign currency and/or rupee currency) and/or to give a collateral securities for the borrowing/ guarantee of any group/associate Companies or otherwise, to charge the assets of the Company for money availed/to be availed by way of loan and securities issued/to be issued by the Company from time to time, up to value not exceeding the limit approved by the Shareholders under section 180(1)(c) of the Companies Act, 2013 from time to time together with interest, additional interest, compounded interest in case of default, accumulated interest, damages, commitment charges and other money payable by the Company to the respective lender(s) in terms of any agreement(s)/any other document(s) entered into/to be entered into by the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize with the Lending Agencies / Trustees, the documents for creating the aforesaid mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution."

7. To make investment in excess of limit prescribed under Section 186 of the Companies Act, 2013.

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

"RESOLVED THAT pursuant to Section 186 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and subject to such approvals as may be necessary; the consent of Members of the Company be and is hereby accorded to the Board of Directors of the Company (including any Committee which the Board may have constituted or hereinafter constitute to exercise the power conferred by this Resolution) to make investment and acquire by way of subscription, purchase or otherwise, securities of any other body corporate, provided that the total amount of such investments outstanding at any time shall not exceeds Rs. 10 Crores (Rupees Ten Crores only).

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and finalize the terms and conditions while making investment within the aforesaid limits including with the power to transfer and dispose off the investments so made, from time to time, and to execute all deeds, documents and other writings and to

do all such acts, deeds, matters and things, as may be necessary and expedient for implementing and giving effect to this resolution.”

Registered Office

Office No. 5, Mangaldeep Chs,
Opp. St. Joseph School Sector - 4, Kalamboli,
Navi Mumbai, Mumbai City – 410 218

By order of the Board
For, **Rose Merc Limited**

Place: Mumbai

Date: September 5, 2016

Viren Vora
Director
DIN 01446499

Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the businesses covered under Item No. 4 to 7 of the Notice, is annexed hereto. 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 / appointment as Director under Item No. 2 and 4 of the Notice, are also annexed.
2. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company.**

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.

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.

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.
3. 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.
4. 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.
5. In case of joint holders attending the meeting together, only whose name appearing first will be entitled to vote.
6. The Register of Members and Share Transfer Books of the Company will be closed from Saturday, September 24, 2016 to Friday, September 30, 2016 (both days inclusive) and same will be re-opened from Saturday, October 1, 2016 onwards.
7. The route map showing directions to reach the venue of the 32nd AGM is annexed at the end of this Annual Report.
8. 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.
9. 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.
10. 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.

11. 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.
12. 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.
13. 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.
14. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request every member to update their email address with concerned Depository Participant and Link Intime India Private Limited to enable us to send you the communications via email.
15. The Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail 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.
16. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
17. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
18. Members seeking any information with regard to the accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Annual General Meeting.
19. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the 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.
20. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, September 23, 2016, shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
21. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date and holds share as on cut-off date i.e. Friday, September 23, 2016, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Poll Paper at the AGM by following the procedure mentioned in this part.
22. The remote e-voting will commence on Tuesday, September 27, 2016 at 9.00 a.m. and will end on Thursday, September 29, 2016 at 5.00 p.m. During this period, the members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e. Friday, September 23, 2016, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.
23. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
24. The facility for voting through Poll Paper would be made available at the AGM and the members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting through Poll Paper. The members who have already cast their vote by remote e-voting prior to the meeting may also attend the Meeting, but shall not be entitled to cast their vote again.
25. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Friday, September 24, 2016.
26. The Company has appointed CS AnandLavingia, Practising Company Secretary (Membership No. ACS: 26458; CP No: 11410), to act as the Scrutinizer for conducting the remote e-voting process as well as the voting through Poll Paper at the AGM, in a fair and transparent manner.

27. The instructions for e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

- Step 1. Open email and open PDF file viz; "Rose Merc remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- Step 2. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- Step 3. Click on Shareholder – Login.
- Step 4. Put user ID and password as initial password/PIN noted in step 1 above. Click Login.
- Step 5. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- Step 6. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- Step 7. Select "REVEN" of Rose Merc Limited.
- Step 8. Now you are ready for remote e-voting as Cast Vote page opens.
- Step 9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted. Upon confirmation, the message "Vote cast successfully" will be displayed.

Note that once you have voted on the resolution, you will not be allowed to modify your vote.

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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to rmltd1985@gmail.com with a copy marked to evoting@nsdl.co.in.

- B.** In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy]:

Step 1. Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

REVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
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Step 2. Please follow all steps from Step 2 to Step 9 above, to cast vote.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as on the cut-off date i.e. Friday, September 23, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.

Annexure to Notice

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 3

The statutory Auditors, M/s. J. K. Shah & Associates, Chartered Accountants, Mumbai (Firm Registration No. 109605W) have expressed their unwillingness to be re-appointed as the auditors of the Company. A special notice has been received under section 140(4)(i) of the Companies Act, 2013 from a member proposing appointment of M/s. Doshi Maru & Associates, Chartered Accountants (FRN: 0112187W) as the statutory auditors. The Audit Committee has considered the qualifications and experience of the proposed auditors and has recommended their appointment. The Board of Directors has also considered the matter and recommends the passing of the Special Resolution appointing M/s. Doshi Maru & Associates, Chartered Accountants (FRN: 0112187W) as statutory auditors in place of the retiring Auditor M/s. J. K. Shah & Associates, Chartered Accountants, Mumbai (Firm Registration No. 109605W). Written consent of the proposed auditors together with a certificate that the appointment, if made, shall be in accordance with the conditions specified in Rule 4 of the Companies (Audit and Auditors) Rules, 2014 has been received.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

Item No. 4

The Company is in receipt of Notice under Section 160 of the Companies Act, 2013 ("Act"), along with a deposit of one lakh rupees, proposing the candidature of Mrs. Shakuntla Devendra Shah for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Act.

The Company has received from Mrs. Shakuntla Devendra Shah the following documents:

- i. consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014;
- ii. intimation in Form DIR-8 in terms of Rule 14 of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act; and
- iii. a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The Board recommends the resolution set forth in Item no. 4 for the approval of the members for the appointment of Mrs. Shakuntla Devendra Shah as a Non-Executive Independent Director of the Company for 5 (Five) years, pursuant to Section 149 and other applicable provisions of the Act and the Rules made there under. The Director proposed, if appointed, shall not be liable to retire by rotation.

In the opinion of the Board of Directors, Mrs. Shakuntla Devendra Shah, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made there under and she is independent of the Management. A copy of the letter of appointment of Mrs. Shakuntla Devendra Shah as an Independent Director, setting out the terms and conditions, shall be available for inspection by the members without any fee at the Company's registered office.

None of the other Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in this Resolution.

Item No. 5&6:

As per Section 180(1)(c) of the Companies Act, 2013 the Board of Directors shall not borrow money in excess of the Company's paid-up share capital and free reserves, apart from temporary loans obtained from the Company's Bankers, etc. in the ordinary course of business, except with the approval of the Company accorded by a Special Resolution.

The Company borrows funds from the Banks and Financial Institutions for its business and considering the growth of the business, the Board is of the opinion that the Company may require to borrow additional funds for both organic and inorganic growth. In view of the requirements of the increased borrowings requirement in future and to comply with the requirements of section 180(1)(c) or other applicable provisions of the Companies Act, 2013, the members of the Company shall pass a Special Resolution as set out at item No. 5 of the Notice convening the Annual General Meeting, to enable the Board of Directors to borrow in excess of the aggregate of the paid-up share capital and free reserves of the Company. Approval of the members is being sought to borrow the money up to Rs. 10 Crores (Rupees Ten Crores only) in excess of the aggregate of the paid-up

share capital and free reserves of the Company, apart from temporary loans obtained from the Company's Bankers, etc. in the ordinary course of business.

Further, as per Section 180(1)(a) of the Companies Act, 2013, the Board of Directors shall not sell, lease or otherwise dispose of the whole or substantially whole of the undertaking of the company. In view of the resolution relating to borrowing powers stated in Item No. 5, the Company might be required to create charges over its assets, properties and licenses by way of hypothecation, mortgage, lien, pledge etc. in favor of its lenders (up to the limits approved under Section 180(1)(c) of the Companies Act, 2013), for the purposes of securing the loan/credit facilities extended by them to the Company. Further, upon occurrence of default under the relevant Loan/facility agreements and other documents as may be executed by the Company with the lenders, the lenders would have certain rights in respect of the Company's assets, properties and licenses including the rights of sale/disposal thereof, creation of charge/s as aforesaid and enforcement of assets by the Company's lenders upon occurrence of default would amount to a sale/disposal of the whole or substantially the whole of the undertaking of the Company, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013.

It is, therefore, necessary for the members to pass a Special Resolution under Section 180 (1)(c) & (1)(a) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 5 and 6 of this Notice convening the Annual General Meeting, to enable to the Board of Directors to borrow money and create charges/mortgages to secure the borrowings as mentioned in Item No. 5 and 6 of this Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5&6.

Item No. 7

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate as and when required.

Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the this AGM for an amount not exceeding Rs. 10 Crores (Rupees Ten Crores only) outstanding at any time notwithstanding that such investments made are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

The Directors therefore, recommend the Special Resolution for approval of the shareholders.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

Registered Office

Office No. 5, Mangaldeep Chs,
Opp. St. Joseph School Sector - 4,
Kalamboli, Navi Mumbai,
Mumbai City – 410 218

Place: Mumbai

Date: September 5, 2016

By order of the Board
For, **Rose Merc Limited**

VirenVora
Director
DIN 01446499

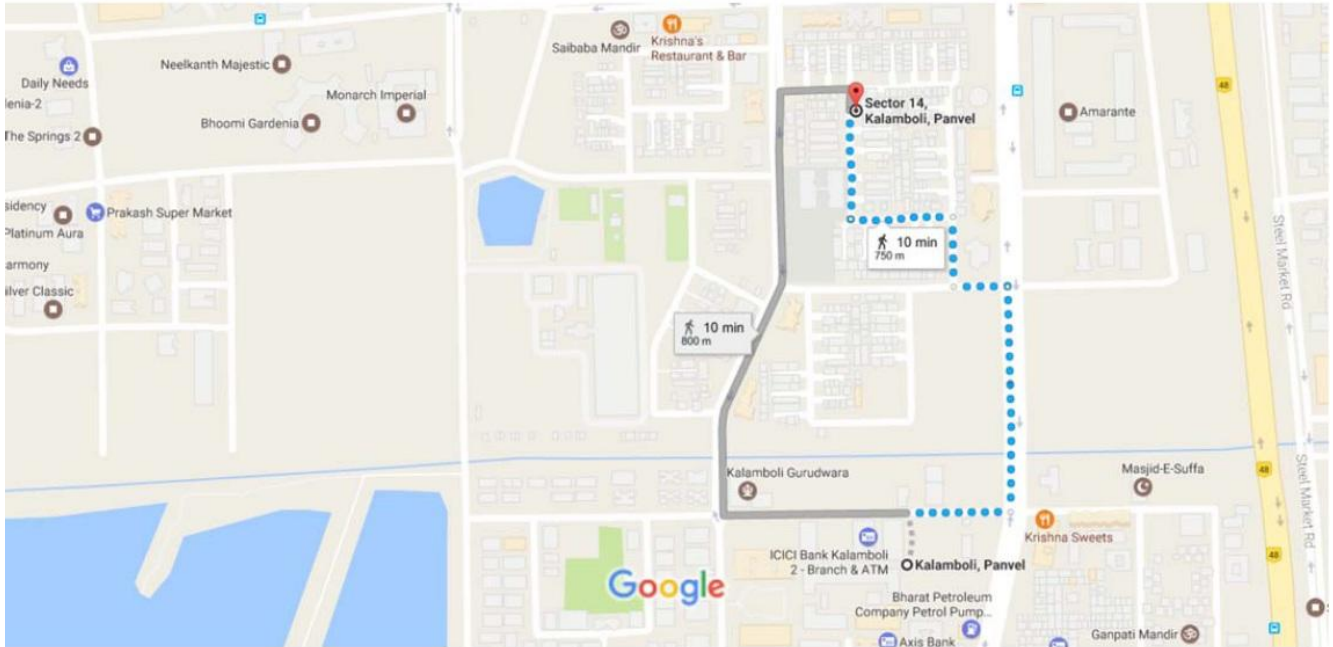
ANNEXURE TO THE NOTICE

Details of Directors Seeking appointment / re-appointment in this Annual General Meeting:

Name of Director	Mr. Viren Vora	Mrs. Shakuntla Devendra Shah
Date of Birth	02/01/1958	08/05/1953
Date of Appointment at current term & designation	24/08/2002	N.A.
Expertise in Specific Functional Areas	Business Management	Account and Finance Related Matter
List of other Public Limited Companies in which Directorships held	Nil	i. Infinity Infrabuild Limited
Chairman / Member of the Committees* of the Board of Directors of the other Public Company	Nil	Nil
Shareholding in the Company	Nil	Nil
Inter-se Relationship with other Directors	None	None

*Committee includes the Audit Committee and Stakeholders' Grievance Committee

Route map to the venue of Annual General Meeting



Boards' Report

To the Members(s)

The Board of Directors hereby submits the report of the business and operations of your Company ('the Company' or 'RML'), along with the audited financial statements, for the financial year ended March 31, 2016.

Financial Results:

(Amt in Rs.)

Particulars	F.Y. 2015-16	F.Y. 2014-15
Revenue from operations	-	-
Other Income	56,27,207	35,83,239
Total Income	56,27,207	35,83,239
Operating expenditure	10,31,764	10,82,523
Earnings before interest, tax, depreciation and amortization (EBITDA)	4595443	2494993
Less: Finance costs	40,96,336	20,38,944
Depreciation and amortization expense	-	5,723
Profit before tax	4,99,107	4,56,049
Less: Tax expense	1,55,000	1,43,910
Profit for the year (PAT)	3,44,107	3,12,139
Balance brought forward from previous year	1,43,16,264	1,40,04,126
Balance carried to balance sheet	1,46,60,371	1,43,16,264

YEAR AT A GLANCE:

Financial Performance:

In the financial year 2015-16, the Company has not carried out any business activities. The total income of the Company was stood at Rs. 56,27,207/- as against Rs. 35,83,239/- showing 57% increase in the income of the Company. The Profit before tax for the financial year 2015-16 stood at Rs. 4,99,107/- as against that of 4,56,049/- for previous year making net profit for the financial year 2015-16 Rs. 3,44,107/- as against profit of Rs. 3,12,139/- for the previous financial year.

Dividend:

To conserve the resources for future prospect of the Company, your Directors show their inability to recommend and declare any dividend for the financial year 2015-16.

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.

Change in Nature of Business:

During the year, your Company has not changed its business or object and continues to be in the same line of business as per main object of the Company. However, the Company has not carried out any business activities during the financial year 2015-16.

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Constitution of Board:

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

The table below provides the composition of the Board as at March 31, 2016, their attendance at Board meetings & AGM and number of directorship, chairmanship/membership in committee across companies in which he/she is Director.

Name of the Director	Date of Appointment	No. of Directorship Held in all the companies in India	No. of committees of which Member(M)/ Chairman (C)*	Board meeting attended	Attendance at the last AGM	No. of Shares held & % holding (of the Company)
Mr. Viren Vora	August 24, 2002	03	C-1 M-1	7	Yes	Nil
Mr. Kirti Savla	October 5, 2001	01	M-2	7	Yes	7200 (0.72%)
Mr. Mayur Parikh	August 1, 2014	08	C-4 M-4	7	No	Nil

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

The composition of Board does not fulfill the requirements of the Companies Act, 2013. However, Directors of the Company are taking steps to comply the requirement of 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 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. The necessary disclosures regarding Committee positions have been made by all the Directors.

Board Meeting:

Regular meetings of the Board 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 require, to discuss and decide on various business policies, strategies and other businesses. The Board meetings are generally held at corporate office of the Company.

During the year under review, Board of Directors of the Company met 7 times, viz April 27, 2015, May 30, 2015, July 27, 2015, September 4, 2015, October 26, 2015, January 27, 2016, and March 25, 2016.

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 one Non-Promoter Independent Directors.

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.

Information on Directorate:

During the financial year 2015-16, there was no change in the constitution of the Board.

However, after the closure of financial year, The Company has received a special notice under Section 160 of the Companies Act, 2013 proposing the candidature of Shakuntla Devendra Shah for the post of Independent Directors and resolution to that effect has been proposed for the approval of Members. The Board of Directors of the Company recommends her appointment as Woman Independent Director of the Company for the period of 5 years w.e.f. September 30, 2016.

Further, in accordance with the provisions of the Articles of Association and Section 152 of the Companies Act, 2013, Mr. Viren Vora, retires by rotation at the ensuing annual general meeting. He, being eligible, has offered himself for re-appointment as such. The Board of Directors recommends his appointment on the Board.

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/ appointment as Director are also annexed to the Notice convening the annual general meeting.

None of the Director of the Company is serving as a Whole-Time Director in any Listed Company and is holding position of Independent Director in more than 3 Listed Company and none of the Director of the Company is holding position as Independent Director in more than 7 Listed Company. 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.

Key Managerial Personnel:

The Company has not appointed Key Managerial Personnel as required under Section 203 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, 2016, 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, 2016 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 Section 177 of the Companies Act, 2013. Audit Committee meeting is generally held one 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 on, April 27, 2015, May 30, 2015, July 27, 2015, October 26, 2015 and January 27, 2016.

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

Name	Designation	Number of meetings during the financial year 2015 -16	
		Held	Attended
Mr. Viren Vora	Chairman	5	5
Mr. Mayur Parikh	Member	5	5
Mr. Kirti Savla	Member	5	5

The Statutory Auditors of the Company are invited in the meeting of the Committee wherever requires. Mr. Viren Vora, the Chairman of the Committee had attended last Annual General Meeting of the Company held on September 30, 2015.

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 behavior, 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. Nomination and Remuneration Committee meetings are generally held for identifying the persons who are qualified to become Directors and may be appointed in senior management and recommending their appointments and removal. During the year under review, two Meetings of Nomination and Remuneration Committee were held on October 26, 2015 and March 25, 2016 respectively.

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

Name	Designation	Number of meetings during the financial year 2015 -16	
		Held	Attended
Mr. Kirti Savla	Chairman	2	2
Mr. Viren Vora	Member	2	2
Mr. Mayur Parikh	Member	2	2

Nomination and Remuneration Policy:

The Company has adopted Nomination and Remuneration Policy in accordance with Section 178 of the Companies Act, 2013 which is available for the inspection of Members at the registered office of the Company.

Remuneration of Directors:

The details of remuneration/sitting fees paid to Executive Director of the Company during the financial year 2015-16 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 Shareholders' / Investors' 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 4 (Four) times on May 30, 2015, July 27, 2015, October 26, 2015 and January 27, 2016.

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

Name	Designation	Number of meetings during the financial year 2015 -16	
		Held	Attended
Mr. Mayur Parikh	Chairman	4	4
Mr. Viren Vora	Member	4	4
Mr. Kirti Savla	Member	4	4

PUBLIC DEPOSITS:

The Company has not accepted any deposits from Shareholders and Public falling within the ambit of Section 73 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, 2016.

SHARE CAPITAL:

The Paid up Equity Share Capital as at March 31, 2016 stood at Rs. 99.60 Lakh. During the year under review, the Company has not issued any Share Capital.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

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 our related parties of the Company which is falling within the purview of Section 188 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 is provided in Management Discussion and Analysis Report.

MATERIAL CHANGES AND COMMITMENT:

There are no material changes and commitments, affecting the financial position of the Company, have occurred between the ends of financial year of the Company i.e. March 31, 2016 to the date of this Report.

DISCLOSURE OF REMUNERATION:

The details of remuneration/sitting fees paid to Executive Director of the Company during the financial year 2015-16 is provided in Form MGT-9 which is the part of this report.

EXTRACT OF ANNUAL RETURN:

As provided under section 92(3) of the Act, the extract of annual return is given in **Annexure I** in the prescribed Form MGT-9, which forms part of this report.

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.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND 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 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. J. K. Shah & Associates, Chartered Accountants, Mumbai (FRN: 109605W) is acting as Statutory Auditor of the Company. The Members of the Company had, in its last Annual General Meeting, appointed M/s. J.K. Shah & Associates, Chartered Accountants, Mumbai to hold office from the conclusion of the 31st Annual General Meeting till the conclusion of the 33rd Annual General Meeting, subject to ratification of appointment by the members in the ensuing Annual General Meeting.

M/s. J. K. Shah & Associates, Chartered Accountants, Mumbai has submitted their unwillingness to be re-appointed as Statutory Auditor of the company. M/s. Doshi Maru & Associates, Chartered Accountant, Jamnagar (FRN: 0112187W) has shown their willingness to be appointed as statutory auditor of the Company from the conclusion of ensuing annual general meeting till the conclusion of 33rd annual general meeting. The Board of Directors recommends their appointed as statutory auditor of the Company.

The Auditors' Report for financial year 2015-16 is self explanatory and does not contain any qualification, reservation or adverse remark. The Auditors' 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 AND THEIR REPORT:

The Company has appointed Mr. Anand Lavingia, Practicing Company Secretaries, to conduct the secretarial audit of the Company for the financial year 2015-16, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The Secretarial Audit Report for the financial year 2015-16 is annexed to this report as an **Annexure II**. The secretarial audit report contains remark with regards to non-appointment of requisite number of Independent Directors and Woman Director on the Board. Further, the report also contains remark with regard to non-appointment of Key Managerial Personnel.

Your Directors state that the Company is in-operative and therefore, such non-compliances has been occurred. Your Company is in process to rectify the non-compliances and achieving the status of compliant Company.

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) Details relating to deposits covered under Chapter V of the Act;
- (ii) Issue of Equity Shares with differential rights as to dividend, voting or otherwise;
- (iii) Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and ESOS;
- (iv) Annual Report and other compliances on Corporate Social Responsibility;
- (v) There is no revision in the Board Report or Financial Statement;
- (vi) 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;
- (vii) 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 endeavors.

For, **Rose Merc Limited**

Place: Mumbai
Date: September 5, 2016

Viren Vora
Director
DIN: 01446499

Kirti Savla
Director
DIN: 02003878

Extract of Annual Return

as on the financial year ended March 31, 2016

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

FORM NO. MGT - 9

1) Registration and Other Details:

CIN	: L24110MH1985PLC035078
Registration Date	: January 16, 1985
Name of the Company	: Rose Merc Limited
Category / Sub-Category of the Company	: Company limited by shares/ Indian Non-Government Company
Address of the Registered Office and contact details	: Office No. 5, Mangaldeep Chs, Opp. St. Joseph School Sector - 4, Kalamkoli, Navi Mumbai, Mumbai City - 410 218 Phone: +91-22-60602719 Email: rmltd1985@gmail.com
Whether listed Company	: Yes
Name, address and contact details of Registrar and Transfer Agent, if any	: Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078 Tel No.: 022 - 2594 6970 Fax No.: 022 - 2594 6969 Email: rnt.helpdesk@linkintime.co.in Web: www.linkintime.co.in

2) Principal Business Activity of the Company:

Name and Description of main Products / Services	NIC Code of the Product / Service	% to total turnover of the Company
Retail trade, except of motor vehicles and motorcycles (Refer Division 47 of NIC Code 2008)	471 to 479	0.00%*

* the Company has not carried out any business activity as per the Main object of the Company. All the income is arise through income from other source.

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) Shareholding Pattern:

I) Category-wise Shareholding

Category of Shareholders	No. of Shares held as at April 1, 2015				No. of Shares held as at March 31, 2016				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	7,200	-	7,200	0.72	7,200	-	7,200	0.72	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	-	-	-	-	-	-	-	-
e) Banks/FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Clearing Member	-	-	-	-	-	-	-	-	-
HUF	-	-	-	-	-	-	-	-	-
Sub-Total (A)(1):	7,200	-	7,200	0.72	7,200	-	7,200	0.72	-
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
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	-
B. Public Share Holding									
(1) Institutions									
a) Mutual Funds / UTI	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Company	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-Total (B)(1):	-	-	-	-	-	-	-	-	-
(2) Non-Institution									
a) Bodies Corporate									
i. Indian	1,02,492	21,015	1,23,507	12.40	1,01,742	21,015	1,22,757	12.33	(0.08)
ii. Overseas	-	-	-	-	-	-	-	-	-
b) Individuals**									
i. Individual Shareholders holding nominal share capital upto Rs. 1 lakh/2 lakh	4,41,434	43,150	4,84,584	48.65	4,82,130	78,750	5,60,880	56.31	7.66
i. Individual Shareholders holding nominal share capital in excess of Rs. 1 lakh/2 lakh	3,45,009	35,600	3,80,609	38.21	2,60,550	-	2,60,550	26.16	(12.05)
c) Others (specify)									
Non Resident Indians	100	-	100	0.01	100	-	100	0.01	-
HUF	-	-	-	-	44,513	-	44,513	4.47	4.47
Clearing Members	-	-	-	-	-	-	-	-	-
Sub-Total (B)(2):	8,89,035	99,765	9,88,800	99.28	8,89,035	99,765	9,88,800	99.28	0.00
Total Public Shareholding (B)=(B)(1)+(B)(2)	8,89,035	99,765	9,88,800	99.28	8,89,035	99,765	9,88,800	99.28	0.00
C. Shares held by Custodian for GDRs & ADRs									
	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	8,96,235	99,765	9,96,000	100.00	8,96,235	99,765	9,96,000	100.00	0.00

**** Note: In Public Shareholding "Individual Catagory":-**

1. a. Individual Shareholdres holding nominal share capital upto Rs. 1 lakh is considered in the No. of Shares held at the beginning of the year.
b. Individual Shareholdres holding nominal share capital in excess of Rs. 1 lakh is considered in the No. of Shares held at the beginning of the year.
2. a. Individual Shareholdres holding nominal share capital upto Rs. 2 lakh is considered in the No. of Shares held at the beginning of the year.
b. Individual Shareholdres holding nominal share capital in excess of Rs. 2 lakh is considered in the No. of Shares held at the beginning of the year.

II) Shareholding of Promoters & Promoters Group

Name	Shareholding as at April 1, 2015		Date wise Increase/Decrease in Shareholding			Cumulative Shareholding during the year		Shareholding as at March 31, 2016	
	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	7,200	0.72	-	-	-	7,200	0.72	7,200	0.72

*The trading in the shares of the Company took place on daily basis, therefore the date wise increase/ decrease in Shareholding is taken on the basis of weekly benpoze.

(III) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Name	Shareholding as at April 1, 2015		Date wise Increase/Decrease in Shareholding*			Cumulative Shareholding during the year		Shareholding as at March 31, 2016	
	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
Vivek Malik	88,582	0.89				88,582	8.89	88,582	8.89
Harry Finance Pvt Ltd	45,600	0.46				-	-	-	-
Anita Gupta	43,165	0.44				43,165	4.33	43,165	4.33
Shakun Holdings Pvt. Ltd.	41,100	0.42				86,700	8.70	86,700	8.70
K Samba Murthy	39,640	0.40				39,640	3.98	39,640	3.98
Trigun Chandra Katoch	35,050	0.35				35,050	3.52	35,050	3.52
Santlal Khaneja & Sons HUF IMSL	33,704	0.34				34,454	3.46	34,454	3.46
Rachita Sharma	31,163	0.31				31,163	3.13	31,163	3.13
Chetan Dogra	22,950	0.23				22,950	2.30	22,950	2.30
Komal Devgan	15,458	0.16				15,458	1.55	15,458	1.55

*The trading in the shares of the Company took place on daily basis, therefore the date wise increase/ decrease in Shareholding is taken on the basis of weekly benpoze.

(IV) Shareholding of Directors and Key Managerial Personnel

Name	Shareholding as at April 1, 2015		Date wise Increase/Decrease in Shareholding*			Cumulative Shareholding during the year		Shareholding as at March 31, 2016	
	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
Mr. Viren Vora	-	-				-	-	-	-
Mr. Kirti Savla	7,200	0.72				7,200	0.72	7,200	0.72
Mr. Mayur Parikh	-	-				-	-	-	-

*The trading in the shares of the Company took place on daily basis, therefore the date wise increase/ decrease in Shareholding is taken on the basis of weekly benpoze.

5) Indebtness

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	-	1,95,30,753	-	1,95,30,753
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total A (i+ii+iii)	-	1,95,30,753	-	1,95,30,753
Change in Indebtedness during the financial year				
Additions	-	1,48,47,741	-	1,48,47,741
Reduction	-	-	-	-
Net Change B	-	1,48,47,741	-	1,48,47,741
Indebtedness at the end of the financial year				
i) Principal Amount	-	3,43,78,494	-	3,43,78,494
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total C (i+ii+iii)	-	3,43,78,494	-	3,43,78,494

6) Remuneration of Directors and Key Managerial Personnel

A) Remuneration to Managing Director, Whole-time Directors and/or Manager: The Company has not paid any remuneration to Managing Director, Whole-time Directors and/or Manager in the financial year 2015-16.

B) Remuneration to other Directors:

Particulars of Remuneration	Name of the Director Viren Vora (Diector)	Total Amount
Gross salary	35,000	35,000
(a) Salary as per provisions contained in section 17(1) of the Income Tax.	-	-
(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 (A)	35,000	35,000

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

7) Penalties/Punishment/Compounding of Offenses

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/ NCLT/ Court)	Appeal made if any (give details)
A. Company					

Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment					
Compounding					
B. Directors					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment					
Compounding					
C. Other Officers in Default					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment					
Compounding					

For and on behalf of Board of Directors
Rose Merc Limited

Place: Mumbai
Date: September 5, 2016

Viren Vora
Director
DIN 01446499

Kirti Savla
Director
DIN 02003878

SECRETARIAL AUDIT REPORT

Form No. MR-3

For the financial year ended March 31, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and

Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

ROSE MERC LIMITED

I 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 me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's 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, I hereby report that, in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2016, generally 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.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2016 according to the provisions of:

- i. The Companies Act, 2013 ('the Act') and the rules made there under as applicable;
- 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 (FEMA) and the rules and regulations made there under to the extent of Foreign Direct Investment;
- 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;
- vi. Secretarial Standards issued by the Institute of Company Secretaries of India w.e.f. July 1, 2015.

I have also examined compliance with the applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (erstwhile applicable clauses of the Listing Agreement entered into by the Company with BSE Limited).

During the period under review the Company has complied with the provisions of acts, rules made there under, Regulations, guidelines etc. mentioned above subject to the following observations;

- filing of annual return on foreign assets and liabilities under Foreign Exchange Management Act, 1999 and the rules and regulations made there under;
- compliance pursuant to Regulation 30 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- appointment of Company Secretary as compliance officer under Regulation 6 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- filing of certain resolutions with the registrar under Section 117(3) (g) of the act and appointment Internal Auditor under Section 138 of the act;

Further company being engaged in the business of trading of goods but inoperative throughout the year; there are no other specific laws applicable to the Company, which requires approvals or compliances under the respective laws.

During the Period under review, provisions of the following Acts, Rules, Regulations, and Standards are not applicable to the Company,

- i. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- ii. 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; - the Company is not registered as Registrar to an Issue & Share Transfer Agent. However, the Company has appointed Link Intime India Pvt. Ltd. as Registrar & Share Transfer Agent as per Listing Regulations (erstwhile "Listing Agreement" entered between the Company and BSE Limited).
- iii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- iv. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- v. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- vi. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- vii. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Overseas Direct Investment and External Commercial Borrowings.

I further report that -

The Board of Directors of the Company is not duly constituted and there is no proper balance of Executive Directors and Non-Executive Directors. There were no changes in the composition of the Board of Directors took place during the period under review. The Company has not appointed required number of Independent Directors including the Woman Director on the Board. Also, the Company has not appointed key managerial personnel i.e. Managing Director or Whole-Time Director or Manager, Company Secretary and Chief Financial Officer.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent 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 of the decision at Board Meetings and Committee Meetings are carried out unanimously while the dissenting members' views had been taken on record in the minutes of the meetings of the Board of Directors or committee of the Board, as the case may be.

I 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.

I further report that -

There were no special/specific event has been occurred during the audit period.

Place: Ahmedabad

Signature:

Date: September 5, 2016

Name of Practicing Company Secretary: Anand Lavingia

ACS No. : 26458 C P No. : 11410

Note: This Report is to be read with my letter of above date which is annexed as Annexure A and forms an integral part of this report.

Annexure A

To,

The Members,

ROSE MERC LIMITED

My report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.

2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done on test basis, on the records and documents provided by the Management of the Company, to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices followed by me provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. The compliance of the provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to verification of procedures on test basis.
5. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Ahmedabad

Signature:

Date: September 5, 2016

Name of Practicing Company Secretary: Anand Lavingia

ACS No. : 26458 C P No. : 11410

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Outlook:

The company is confident in spite of the possible recessionary conditions in the industry it will perform better in view of the strong fundamentals of the Indian companies and hope to improve its Turnover.

Internal Controls Systems and their adequacy:

The company has adequate internal control systems to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance of law and regulations. The internal control system is supported by the internal audit process. The Internal Auditor reviews and ensures that the audit observations are acted upon. The Audit Committee of the Board reviews the Internal Audit reports and the adequacy and effectiveness of internal controls.

Human Resources:

The relationship with the employees continues to be cordial. The Company recognizes the importance and contribution of its employees for its growth and development and constantly endeavors 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 in place a well-defined system to record data for accounting and management information purposes. It has continued its efforts to align all its processes and controls with global best practices.

Though the various risks associated with the business cannot be eliminated completely, all efforts are made to minimize the impact of such risks on the operations of the Company. Necessary internal control systems are also put in place by the Company on various activities across the organization to ensure that business operations are directed towards attaining the stated organizational objectives with optimum utilization of the resources. Apart from these internal control procedures, a well-defined and established system of internal audit is in operation to independently review and strengthen these control measures, which is carried out by a reputed firm of Chartered Accountants. The audit is based on an internal audit plan, which is reviewed each year in consultation with the statutory auditors of the Company and the audit committee. The conduct of internal audit is oriented towards the review of internal controls and risks in its operations.

M/s. J. K. Shah & Associates, Chartered Accountants, Mumbai, 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 reviews the action taken reports submitted by the management, audit reports submitted by internal auditors and statutory auditors. Suggestions for improvement are considered by the board and the audit committee follows up on corrective action. The audit committee also 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. Based on its evaluation (as defined in section 177 of Companies Act 2013), our audit committee has concluded that, as of March 31, 2016, our internal financial controls were adequate and operating effectively.

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 AUDITORS' REPORT

To,

THE MEMBERS OF ROSE MERC LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of ROSE MERC LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, the cash flow statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

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 Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, and its Profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub section (11) of section 143 of the Companies Act, 2013. We give in the Annexure A statements on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.

As required by Section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were 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 it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the cash flow statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as March 31, 2016 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 the operating effectiveness of such controls, refer 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 Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For, J. K. Shah & Associates
(Chartered Accountants)
FRN.: 109605W

Jaykumar Shah
Proprietor
M. No. : 042545

Date : May 27, 2016
Place : Mumbai

Annexure A

Reports under The Companies (Auditor's Report) Order, 2016 (CARO 2016) for the year ended on 31st March 2016

To,

THE MEMBERS OF ROSE MERC LIMITED

(1) In Respect of Fixed Assets

- a. The Company does not have any Fixed Assets therefore no comments need to be offered on maintaining proper records showing full particular of fixed assets.
- b. Since the Company does not have any fixed assets no comments on physical verification of assets need to be given.
- c. The Company does not have any immovable property.

(2) In Respect of Inventories

As the Company does not have any inventory comments on physical verification of the same are not offered.

(3) Compliance under section 189 of The Companies Act, 2013

The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained u/s 189 of the companies Act-2013.

- a. In our opinion and according to the information and explanations given to us. The rate of interest and other terms and conditions for such loans are not prima facie prejudicial to the interest to the company.
- b. In respect of loans granted, repayment of the principal amount is as stipulated and payment of interest have been regular.
- c. There is no overdue amount of loans granted to companies, firms or other parties listed in the register maintained under section 189 of the companies Act, 2013.

(4) Compliance under section 185 and 186 of The Companies Act, 2013

While doing transaction for loans, investments, guarantees, and security provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.

(5) Compliance under section 73 to 76 of The Companies Act, 2013 and Rules framed thereunder while accepting Deposits

The company has not accepted any Deposits.

(6) Maintenance of cost records

The Company is not required to maintain cost records pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013.

(7) Deposit of Statutory Dues

- a. According to the records of the Company, there are no dues of Income tax, sales tax, customs duty, wealth tax, service tax, excise duty, sales tax and cess that have been not been deposited on amount of any dispute.
- b. There is no dispute with the revenue authorities regarding any duty or tax payable.

(8) Repayment of Loans and Borrowings

The company has not defaulted in repayment of dues to financial institution, bank or debenture holders.

(9) Utilization of Money Raised by Public Offers and Term Loan for which they Raised

The company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans. Hence this clause is not applicable.

(10) Reporting of Fraud during the Year

Based on our audit procedures and the information and explanation made available to us no such fraud noticed or reported during the year.

(11) Managerial Remunerations

Managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.

(12) Compliance by Nidhi Company Regarding Net Owned Fund to Deposits Ratio

As per information and records available with us The company is not Nidhi Company.

(13) Related party compliance with Section 177 and 188 of companies Act - 2013

Yes, All transactions with the related parties are in compliance with section 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.

(14) Compliance under section 42 of Companies Act - 2013 regarding Private placement of Shares or Debentures

Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.

(15) Compliance under section 192 of Companies Act - 2013

The company has not entered into any non-cash transactions with directors or persons connected with him.

(16) Requirement of Registration under 45-IA of Reserve Bank of India Act, 1934

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

For, J. K. Shah & Associates
(Chartered Accountants)
FRN.: 109605W

Jaykumar Shah
Proprietor
M. No. : 042545

Date : May 27, 2016
Place : Mumbai

"Annexure B" to the Independent Auditor's Report of even date on the Standalone Financial Statements of ROSE MERC LIMITED Company limited

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 Company Limited

("The Company") as of March 31, 2016 in conjunction with our audit of the standalone 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 issued by the Institute of Chartered Accountants of India. 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 on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by 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 Institute of Chartered Accountants of India. 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 control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and operating effectiveness of internal control based on the assessed risk. The procedures selected depend upon 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 March 31, 2016, 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 issues by the Institute of Chartered Accountants of India.

For, J. K. Shah & Associates
(Chartered Accountants)
FRN.: 109605W

Date : May 27, 2016
Place : Mumbai

Jaykumar Shah
Proprietor
M. No. : 042545

ROSE MERC LIMITED			
Balance Sheet as at 31st March, 2016			
Particulars	Note No	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
		₹	₹
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	99,60,000	99,60,000
(b) Reserves and Surplus	2	1,46,60,371	1,43,16,264
(c) Money received against share warrants		-	-
(2) Share application money pending allotment			
		-	-
(3) Non-Current Liabilities			
(a) Long-term borrowings		-	-
(b) Deferred tax liabilities (Net)	3	-	-
(c) Other Long term liabilities	4	4,65,02,000.00	6,43,00,200
(d) Long term provisions		-	-
(4) Current Liabilities			
(a) Short-term borrowings	5	3,43,78,494	1,95,30,753
(b) Trade payables		-	-
(c) Other current liabilities	6	1,52,860	55,506
(d) Short-term provisions	7	7,90,606	4,66,005
Total		10,64,44,331	10,86,28,728
II. ASSETS			
(1) Non-current assets			
<i>(a) Fixed assets</i>			
	8	-	-
(i) Tangible assets			
(ii) Intangible assets			
(iii) Capital work-in-progress			
(iv) Intangible assets under development			
(b) Non-current investments	9	5,01,600	5,01,600
(c) Deferred tax assets (net)		-	-
(d) Long term loans and advances	10	10,54,18,329	10,72,25,264
(e) Other non-current assets		-	-
(2) Current assets			
(a) Current investments		-	-
(b) Inventories		-	-
(c) Trade receivables	11	-	5,40,000
(d) Cash and cash equivalents	12	20,464	13,296
(e) Short-term loans and advances	13	5,03,938	3,48,568
(f) Other current assets		-	-
Total		10,64,44,331	10,86,28,728
NOTES FORMING PART OF THE ACCOUNTS ARE ATTACHED. AS PER OUR REPORT OF EVEN DATE ATTACHED.			
For J.K. Shah & Associates Chartered Accountants		For, ROSE MERC LIMITED	
J.K. Shah Proprietor Membership No. 42545 Firm Regn No. 109605W Place : Mumbai Date : 27th May 2016	Viren Vora Director DIN: 01446499	Kirti Savla Director DIN: 02003878	
	Place : Mumbai Date : 27th May 2016		

ROSE MERC LIMITED			
STATEMENT OF PROFIT AND LOSS			
Profit and Loss statement for the year ended 31st March, 2016			
Particulars	Note No	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
		₹	₹
I. Revenue from operations		-	-
II. Other Income	14	56,27,207	35,83,239
III. Total Revenue (I + II)		56,27,207	35,83,239
<i>IV. Expenses:</i>			
Cost of materials consumed		-	-
Purchase of Stock-in-Trade		-	-
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		-	-
Employee benefit expense	15	4,99,460	6,20,400
Financial costs	16	40,96,336	20,38,944
Depreciation and amortization expense		-	5,723
Other expenses	17	5,32,304	4,62,123
Total Expenses		51,28,100	31,27,190
V. Profit before exceptional and extraordinary items and tax (III - IV)		4,99,107	4,56,049
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		4,99,107	4,56,049
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		4,99,107	4,56,049
X. Tax expense:			
(1) Current tax		1,55,000	1,45,000
(2) Deferred tax	18	-	(1,090)
Short Provision For Taxation provided for		-	-
Excess Provision For Taxation W/back		-	-
XI. Profit(Loss) from the period from continuing operations (IX - X)		3,44,107	3,12,139
XII. Profit/(Loss) from discontinuing operations		-	-
XIII. Tax expense of discounting operations		-	-
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV. Profit/(Loss) for the period (XI + XIV)		3,44,107	3,12,139
XVI. Earning per equity share:			
(1) Basic		0.35	0.31
(2) Diluted		0.35	0.31
NOTES FORMING PART OF THE ACCOUNTS ARE ATTACHED. AS PER OUR REPORT OF EVEN DATE ATTACHED.			
For J.K. Shah & Associates Chartered Accountants		For, ROSE MERC LIMITED	
J.K. Shah (Proprietor) Membership No. 42545 Firm Regn No. 109605W Place : Mumbai Date : 27th May 2016		Viren Vora Director DIN: 01446499	Kirti Savla Director DIN: 02003878
		Place : Mumbai Date : 27th May 2016	

ROSE MERC LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH,2016

Particulars	For the year ended March 31,2016	For the year ended March 31,2015
A Cash Flow from Operating Activities	₹	₹
Net Profit before tax	4,99,107	4,56,049
Adjustments for :		
Depreciation	-	5,723
Interest	40,96,336	20,38,944
Preliminary Expenses written off		
Share Issue Expenses written off		
Right Issue Expenses written off		
Other Income	(56,27,207)	(35,83,239)
Operating Profit before Working Capital Changes	(10,31,764)	(10,82,523)
Adjustments for :		
(Increase) / Decrease in Inventories	-	-
(Increase) / Decrease in Sundry Debtors	5,40,000	-
(Increase) / Decrease in Loans & Advances	18,06,935	1,54,99,956
Increase /(Decrease) in Current Liabilities	4,21,955	3,78,421
(Increase) / Decrease in Other assets	(1,55,370)	(1,79,121)
Cash generated from Operations	26,13,520	1,56,99,256
Net Cash Generated from operating activities	15,81,756	1,46,16,732.57
Provision for Taxation	1,55,000	1,45,000
Net Cash (used) / from Operating Activities	14,26,756	1,44,71,732.57
B Cash flow from Investing Activities		
Sale (Purchase) of Fixed Assets	-	-
Sale(Purchase) of Investments	-	-
Interest & Other Income	56,27,207	35,83,239.00
Net Cash (used in) / from Financing Activities	56,27,207	35,83,239.00
C Cash flow from Financial Activities		
Issue of Shares	-	-
Proceeds from long term borrowings	(1,77,98,200)	(3,96,50,884.00)
Short term loans	1,48,47,741	1,95,30,753.02
Dividend Paid	-	-
Interest Paid	(40,96,336)	(20,38,944.00)
Net Cash (used in)/ from Financing Activities	(70,46,795)	(2,21,59,074.98)
Net changes in cash & cash equivalents (A + B + C)	7,168	(41,04,103)
Cash & cash equivalents - Opening Balance	13,296	41,17,400
Cash & cash equivalents - Closing Balance	20,464	13,296

For, **ROSE MERC LIMITED**

Place : Mumbai
Date : 27th May 2016

Viren Vora
Director
DIN: 01446499

Kirti Savla
Director
DIN: 02003878

We have examined the attached Cash Flow Statement Of Rose Merc Ltd For the year ended 31.3.2016

The Statement has been prepared by the Company in accordance with the requirements of Listing Agreement entered with Stock Exchange and is based on and in agreement with the corresponding Profit & Loss Account and Balance Sheet of the Company covered by pur report of even date to the Memers of the Company.

For J. K. Shah & Associates
Chartered Accountants

Jaykumar K. Shah
(Proprietor)
Firm Regn. No. 109605W
Membership No. 42545
Place : Mumbai
Date : 27th May 2016

ROSE MERC LIMITED				
NOTES TO BALANCE SHEET AND PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016				
		As on 31st March 2016		As on 31st March 2015
		₹		₹
NOTE NO. : 1				
SHARE CAPITAL				
<u>Authorised</u>				
50,00,000 shares of ` 10/- each		5,00,00,000		5,00,00,000
Issued , Subscribed & Paid up Capital				
996,000 shares of ` 10/-each		99,60,000		99,60,000
		99,60,000		99,60,000
Subscribed & Paid up Capital				
996,000 shares of ` 10/-each		99,60,000		99,60,000
		99,60,000		99,60,000
There has been no movement in equity share capital as during the year under review the Company has not issued or bought back any shares.				
There is no variation, change, restriction or special status to the equity shares issued by the Company. The equity shares have the rights and covenants as prescribed in the Companies Act, 2013.				
Particulars of shareholders holding more than 5% equity shares of the Company are as follows				
Name of Shareholder	No. of Shares held	% of Holding		
Vivek Mallik	88,582	8.89%		
Shares reserved for issue under options and contracts/commitments - Nil.				
In the period of five years immediately preceding the date of Balance Sheet, the Company has not allotted any shares without payment being received in cash, nor has it issued any shares by way of bonus shares, nor has it bought back any shares.				
The Company has not issued any securities which are convertible in to equity shares.				
There are no unpaid calls on the equity share capital of the Company.				
NOTE NO. : 2				
RESERVE & SURPLUS				
Profit and Loss Account		1,43,16,264		1,40,04,126
B/f from Previous Year		3,44,107		3,12,139
Add: Surplus during the year		1,46,60,371		1,43,16,264
NOTE NO. : 3				
DEFERRED TAX LIABILITIES		-		-
		-		-
NOTE NO. : 4				
LONG TERM BORROWINGS				
- Loans and advances from related parties		-		-
- Other loans and advances		4,65,02,000		6,43,00,200
		4,65,02,000		6,43,00,200
These loans are Quasi-equity by nature and there terms of repayment are not defined, however from past conduct they are payable at the convenience of the Company, hence these loans are classified as Long term borrowings.				

ROSE MERC LIMITED				
NOTES TO BALANCE SHEET AND PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016				
		As on 31st March 2016		As on 31st March 2015
		₹		₹
NOTE NO. : 5				
SHORT TERM BORROWINGS				
- Loans and advances from related parties		-		-
- Other loans and advances		3,43,78,494		1,95,30,753
		<u>3,43,78,494</u>		<u>1,95,30,753</u>
NOTE NO. : 6				
OTHER CURRENT LIABILITIES				
Auditors Remuneration Payable		46,575		45,506
Professional Fees Payable		96,000		10,000
O/s Expenses		10,285		-
		<u>1,52,860</u>		<u>55,506</u>
NOTE NO. : 7				
SHORT TERM PROVISIONS				
Provision for Taxation		4,05,000		2,50,000
TDS Payable		3,85,606		2,16,005
		<u>7,90,606</u>		<u>4,66,005</u>
NOTE NO. : 8				
NON CURRENT INVESTMENTS				
- Investment in Equity Instruments		5,01,600		5,01,600
		<u>5,01,600</u>		<u>5,01,600</u>
All the above investments are in the nature of trade investments.				
Investments are value at their respective cost of acquisition.				
All the above shares are fully paid up and the Company has no further obligations towards them.				
Aggregate amount of provision for diminution in value of investments Rs . Nil				
NOTE NO. : 9				
LONG TERM LOANS AND ADVANCES				
- Capital advances		-		-
- Security deposits		-		-
- Loans and advances to related parties		-		-
- Other loans and advances		10,54,18,329		10,72,25,264
		<u>10,54,18,329</u>		<u>10,72,25,264</u>
All the above long term loans and advances are unsecured and considered good for recovery.				
Long term loans and advances include Rs. Nil due from directors and other officers of the Company or entities in which directors and other officers of the Company are interested.				

ROSE MERC LIMITED				
NOTES TO PROFIT & LOSS A/C AS AT 31ST MARCH, 2016				
		As on 31st March 2016		As on 31st March 2015
		₹		₹
NOTE NO. : 10				
TRADE RECEIVABLES				
Abhinandan Leasing & Finance Ltd (Less than six Months)		-		5,40,000
		-		5,40,000
NOTE NO. : 11				
CASH AND CASH EQUIVALENTS				
Cash in Hand		8,417		5,681
Cash at Bank				
Progressive Co-op. Bank Ltd. (Dadar) -1544	7,615		7,615	
HDFC Bank- 00602320017566	4,432	12,047	-	7,615
		20,464		13,296
NOTE NO. : 12				
SHORT TERM LOANS & ADVANCES				
T.D.S (A.Y. 16-17)		1,55,370		-
T.D.S (A.Y. 15-16)		1,79,121		1,79,121
T.D.S (A.Y. 14-15)		1,09,447		1,09,447
T.D.S (A.Y. 13-14)		60,000		60,000
		5,03,938		3,48,568
NOTE NO. : 13				
INCOME				
Advisory Fees		-		6,00,000
Interest Income		56,27,207		29,83,239
		56,27,207		35,83,239
NOTE NO. : 14				
EMPLOYEE BENEFITS EXPENSES				
Directors Remuneration		35,000		1,95,000
Salaries and Wages		4,39,400		4,01,400
Staff Welfare Expenses		25,060		24,000
		4,99,460		6,20,400
NOTE NO. : 15				
FINANCE COSTS				
Interest Expenses		40,96,336		20,38,944
		40,96,336		20,38,944
NOTE NO. : 16				
OTHER EXPENSES				
Advertising Expenses		58,077		39,051
Auditors Remuneration		51,750		50,562
Bank charges		115		-
Conveyance Expenses		12,000		12,000
Computer Expenses		-		3,075
Filing expenses		168		5,590
Legal & Professional Fees		2,21,586		1,56,642
Listing Fees		1,19,700		1,31,460
Office Expenses		54,000		49,500
Postage & Courier		3,736		5,350
Profession Tax		2,500		2,500
Stationery & Printing Charges		5,150		3,035
Telephone Expenses		3,523		3,358
		5,32,304		4,62,123

ROSE MERC LIMITED

NOTES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED ON MARCH 31, 2016

SIGNIFICANT ACCOUNTING POLICIES AND NOTES OF ACCOUNTS:

Basis of Accounting:

The financial statements are prepared under historical cost convention and comply with applicable accounting standards issued by the Institute of Chartered Accountants of India and relevant provisions of the Companies Act, 2013.

AS 1 Accounting Convention

The accounts have been prepared under the historical cost convention. The Company follows the mercantile system of accounting and recognizes income and expenditure on accrual basis. The scope of audit covers all aspects of principal, standard accounting policies.

AS 2 Valuation of Inventories

The Company is engaged in the business of Trading of General Merchandise and allied items along with finance and investment based activities. The Valuation is based on lower of Cost or Realisable Value. However the company was holding no stock at the year end.

AS 3 Cash Flow Statements

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

AS 4 Contingencies and events occurring after Balance Sheet Date:

There are no contingencies and events occurring after the Balance Sheet date affecting the financial position of the Company.

AS 5 Prior Period And Extra Ordinary Items

There are no material changes or credit which arises in current period, on account of errors or omissions in the preparation of financial statements for one or more prior periods.

AS 6 -Depreciation:

Depreciation on fixed assets is provided on Written down Value method in respect of Fixed Assets at rates prescribed under schedule II of the Companies Act 2013. The Company does not have any fixed assets during the year.

AS 9: Revenue Recognition:

All revenues are generally recognised on accrual basis.

AS 10: Accounting for Fixed Assets:

Fixed assets are set to be stated at cost of acquisition. Acquisition cost includes taxes, duties, freight, insurance and other incidental expenses related to acquisition and installation where applicable. Revenue expenses incidental and related to projects are capitalized along with the related fixed assets, where appropriate. Fixed Assets are stated at cost less accumulated depreciation.

The Company does not have any fixed assets during the year.

AS 11: The effect of Changes in Foreign Exchange Rates:

Earning in Foreign Exchange is NIL (Previous Year Rs. NIL)

Expenditure in Foreign Currency is Rs. NIL (Previous Year Rs. NIL)

AS 13: Accounting for Investments

Investments are shown at Cost as the Investment being Non Current Asset. The Investments made are in the nature of Unquoted Equity Instruments Rs.5,01,600/- (Previous Year Rs.501,600/-) The Provision for increase or decrease in value of Shares is not provided as it is considered temporary.

AS15 - Retirement Benefits:

The Provisions of the Employees State Insurance Act are not applicable to the company. Therefore no provision for Gratuity is made or provided for.

AS16 – Borrowing Costs:

Borrowing costs include interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Capitalization of borrowing costs is suspended and charged to the Statement of Profit and Loss.

AS 17 Segment Reporting:

The Company's operations consist of Trading and Finance Based Activities. Hence, there are no reportable segments under Accounting Standard - 17. During the year under report, the Company has engaged in business in India only and not in any other Country. The conditions prevailing in India being uniform, no separate geographical disclosures are considered necessary.

As 18: Related Party Transactions:

The disclosure pertaining to the related party transactions as required by the accounting standard 18 by the Institute of Chartered Accountants of India as applicable are indicated below:

List of related parties with whom transactions have been taken place during the year.

Transactions with Key Management Personnel –

Remuneration to Directors:

Shri Viren Vora Rs. 35,000/- (Previous year Rs.15,000/)

Shri Kirti Savla Rs. Nil/- (Previous year Rs.1,80,000/-)

AS 19 Leases:

The Company has not leased out any of its assets nor has taken any assets on lease therefore comment on the said clause is not necessary.

AS 20: Earning Per Share (EPS)

Particulars	2014-15	2015-16
Weighted Average No. of Equity Shares	9,96,000	9,96,000
Net Profit/(Loss) after tax available for Equity Share Holders Rs.	315,697	344,107
Basic & Diluted Rs.	0.31	0.35
Nominal Value per Share Rs.	10	10

AS 21 Consolidated Financial Statements:

Since the Company does not have Subsidiary Company. The Accounting Standard As 21 regarding Consolidated Financial Statements is not applicable.

AS 22 Taxes on Income.

Current tax is determined as the amount of tax payable in respect of taxable income for the period.

Provision for Taxation:

Provision for Income Tax Rs.1,55,000/-(Previous year Rs.1,45,000/-) is provided for as per the provisions of the Income Tax Act,1961.

Provision for Deferred Taxation:

Deferred tax is recognized on timing difference, being the difference between taxable income and accounting income that originate between in one period and are capable of being reversed in one or more subsequent periods.

Deferred tax assets are recognized on unabsorbed depreciation and carry forward losses unless there is virtual uncertainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

AS 28 Impairment of Assets

In view of Accounting Standard required by AS-28 Impairment of Assets issued by ICAI, the Company has reviewed its fixed assets and does not expect any loss as on 31st March 2016 on account of impairment in addition to the provision already made in the books.

AS 29 Contingent Liabilities:

Since there are no contingent liabilities in preparation of accounts, the company has not made any provisions for the same. As per the information and explanation given to us, there are no amounts remaining unpaid to any Micro, small and Medium enterprise under Micro, Small & Medium Enterprise Act, 2006.

Provision for Bad and doubtful debts:

The management reviews on a periodical basis, the loans or debts outstanding with a view to determining whether the loans and or debts are good, bad, or doubtful. After taking into consideration all the relevant aspects including the financial condition of the borrowers, the management determines whether the loan asset is doubtful or bad, wholly or in part. On the basis of such review and in pursuance of other prudent financial considerations, the Board of Directors determines the extent of provision required to be created in respect of loan assets. No Provision for the same has been considered necessary for the year.

The deductions are settled from time to time and written off accordingly in the books of accounts. The supporting evidence or confirmatory documents are not maintained.

In the opinion of the Board, current assets and loans and advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated and provisions for all known and determined liabilities are adequate and not in the excess of the amount reasonably necessary.

Supporting Evidence of debits & Credits:

Wherever supporting and evidences are not available they are taken as appearing in the books of accounts and certified by the management as exclusively and necessary for the business purposes. The balances of sundry debtors, creditors, loans and advances & other liabilities are subject to confirmation and reconciliation, if any.

Previous years' figures have been regrouped / reclassified wherever necessary to correspond with the current years' classification /disclosure.

As Per Our Report of Even Date

For J. K. Shah & Associates
Chartered Accountants
FRN. 109605W

For, Rose Merc Limited

J. K. Shah
Proprietor
Membership No. 42545

Viren Vora
Director
DIN: 01446499

Kirti Savla
Director
DIN: 02003878

Place: Mumbai
Dated: May 27, 2016.

Place: Mumbai
Dated: May 27, 2016.

To,

Link Intime India Private Limited

C-13, Pannalal Silk Mills Compound,
L. B. S.Marg, Bhandup (West),
Mumbai – 400 078

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 Licence/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

ROSE MERC LIMITED

CIN: L24110MH1985PLC035078

Regd. Office: Office No. 5, Mangaldeep Chs, Opp. St. Joseph School Sector - 4, Kalamboli, Navi Mumbai, Mumbai City – 410 218
Phone: +91-22-60602719 **Email:** rmltd1985@gmail.com

ATTENDANCE SLIP

Regd. Folio No./DP Id No.*/Client Id No.*	
No. of Shares held	
Name and Address of the First Shareholder (IN BLOCK LETTERS) (Applicable for investor holding shares in electronic form.)	
Name of the Joint holder (if any)	

I/we hereby record my/our presence at the 32nd Annual General Meeting of the Members of Rose Merc Limited held on Friday, September 30, 2016 at 01.00 p.m. at the registered office of the Company situated at Office No. 5, Mangaldeep Chs, Opp. St. Joseph School Sector - 4, Kalamboli, Navi Mumbai, Mumbai City – 410 218.

Member's/Proxy's Name in Block Letters

Member's/Proxy's Signature

Notes: Please fill up this attendance slip and hand it over at the entrance of the venue of meeting. Members are requested to bring their copies of the Annual Report to the AGM.

REMOTE ELECTRONIC VOTING PARTICULARS

The e-voting facility is available at the link <https://www.evoting.nsdl.com>. The electronic voting particulars are set out as follows:

EVEN	USER ID	PASSWORD

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

Commencement of e-voting	End of e-voting
Tuesday, September 27, 2016 (09:00 am)	Thursday, September 29, 2016 (05:00 pm).

-----Please tear here-----

PROXY FORM

(Form No. MGT-11 - Pursuant to section 105(6) of the Companies Act, 2013 Rules made thereunder)

Name of the member(s)	
Registered Address	
E-mail Id	
Folio No/Client Id	

I/We, being the member (s) of.....shares of the above named company, hereby appoint

- Name: _____
Address: _____
E-mail Id: _____ Signature: _____ or failing him
- Name: _____
Address: _____
E-mail Id: _____ Signature: _____ or failing him
- Name: _____
Address: _____
E-mail Id: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of the Members of Rose Merc Limited to be held on Friday, September 30, 2016 at 01.00 p.m. at the registered office of the Company situated at Office No. 5, Mangaldeep Chs, Opp. St. Joseph School Sector - 4, Kalamboli, Navi Mumbai, Mumbai City – 410 218 and/or any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
Ordinary businesses				
1.	Adoption of financial statements			
2.	Appointment of Mr. Viren Chamanlal Vora as a director liable to retire by rotation			
3.	Appointment of Statutory Auditors and fix their remuneration			
Special Businesses				
4.	Appointment of Mrs. Shakuntla Devendra Shah as an Independent Director of the Company			
5.	Authority to the Board of Directors to borrow monies			
6.	Authority for Creation of Charge / Mortgage on Property of the Company			
7.	To make investment in excess of limit prescribed under Section 186 of the Companies Act, 2013			

Signed this.....day of.....2016

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp of not
less than
Rs. 1

Note:

- This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the Annual General Meeting (on or before September 28, 2016 at 01:00 p.m.)
- It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.