

Rose Merc. Limited

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

Date: November 06, 2017

To,
BSE Limited
PhirozeJeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.

Dear Sir,

Sub: Submission of Annual Report for FY 2016-17

Ref: Rose Merc Limited (Security Code: 512115 Security Id: ROSEMER)

In Continuation of earlier Announcement dated October 17, 2017, we would like to inform you that while Submission of Annual Report for FY 2016-17 under Regulation 34 of SEBI (LODR) Regulation 2015, inadvertently **Annexure - 1 EXTRACT OF ANNUAL RETURN in prescribed form MGT-9** was not attached, in regards of the same we are updating the said particulars and resubmitting you the Revised Annual Report for FY 2016-17 by inserting the said information.

We Request your hon'able Exchange disseminate the revised report on your website and oblige us.

Thanking you

For, **Rose Merc Limited**


Viren Vora

Director

DIN: 01446499



Rose Merc Limited

**33rd Annual Report
F.Y. 2016-17**

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Corporate Information

Rose Merc Limited

CIN: L24110MH1985PLC035078

<p>Board of Directors</p> <p>Mr. Kirti Savla Managing Director</p> <p>Mr. Viren Vora Director</p> <p>Mr. Mayur Parikh Independent Director</p> <p>Mrs. Shakuntla Shah Independent Director</p> <p>Statutory Auditor</p> <p>M/s. Doshi Maru & Associates</p> <p>Chartered Accountant</p> <p>217-218, Manek Centre, Jamnagar – 361 001</p> <p>Secretarial Auditor</p> <p>Mr. Anand Lavingia</p> <p>Practicing Company Secretary</p> <p>415-416, "Pushpam Complex", Opp. Seema Hall, Anandnagar Road, Satellite, Ahmedabad – 380 051</p>	<p>Registered Office</p> <p>Office No. 5, Mangaldeep Chs, Opp. St. Joseph School Sector - 4, Kalamboli, Navi Mumbai, Mumbai City – 410 218</p> <p>Phone: +91 – 22 – 6060 2719</p> <p>Email: rmltd1985@gmail.com</p> <p>Registrar & Share Transfer Agent</p> <p>Link Intime India Private Limited</p> <p>C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai, Maharashtra – 400 083</p> <p>Tel No.: +91 – 22 – 4918 6000</p> <p>Fax No.: +91 – 22 – 4918 6060</p> <p>Email: rnt.helpdesk@linkintime.co.in</p> <p>Web: www.linkintime.co.in</p> <p>Bankers</p> <p>HDFC Bank Limited</p>
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Notice to Shareholders

NOTICE is hereby given that the 33rd 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 Saturday, September 30, 2017 at 05:00 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, 2017 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 who shall hold office from the conclusion of this 33rd Annual General Meeting till conclusion of the 37th Annual General Meeting subject to ratification of appointment at every subsequent Annual General Meeting to be held after 33rd Annual General Meeting of the Company 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."

4. Appointment of Mr. Kirti Savla (DIN 02003878) as Managing Director of the Company:

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and on recommendation of Nomination and Remuneration Committee and as agreed by the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board), approval of the Members of the Company be and is hereby accorded to the appointment of Mr. Kirti Savla (DIN 02003878) as Managing Director of the Company, liable for retire by rotations, for a period of 3 (Three) years with effect from September 1, 2017, as well as the payment of salary, up on the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed to between the Board of Directors and Mr. Kirti Savla.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give 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, 2017

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. 3 & 4 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 as Director under Item No. 2 & 4 of the Notice is 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 Sunday, September 24, 2017 to Sunday, October 1, 2017 (both days inclusive) and same will be re-opened from Monday, October 2, 2017 onwards.
7. The route map showing directions to reach the venue of the 33rd 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 2016-17 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 there under, 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. The remote e-voting period commences on Wednesday, September 27, 2017 (09:00 a.m.) and ends on Friday, September 29, 2017 (05:00 p.m.). During these period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date being the day of Saturday, September 23, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
21. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Saturday, September 23, 2017.
22. The facility for voting through polling paper shall be made available at the AGM and the Members attending the meeting and holding shares either in physical form or in dematerialized form, as on the cut-off date being the day of Saturday, September 23, 2017 and who have not already cast their vote by remote e-voting, shall be able to exercise their right to vote at the AGM.
23. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
24. The Board of Directors has appointed Mr. Anand Lavingia, Practicing Company Secretary (Membership No. ACS 26458 COP 11410) as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM and in a fair and transparent manner.
25. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
26. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
27. The Results declared along with the report of the Scrutinizer shall be placed on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
28. 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; "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.
In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID + Client ID).
In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No + Folio No).
Note:
Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password" option available on www.evoting.nsdl.com.
 - 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 krishivadvisory@gmail.com and 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 separately:

Step 2. Please follow all steps from Step 2 to Step 9 above, to cast vote.

Further, NSDL is pleased to inform you that NSDL has now integrated its e-Services website (<https://eservices.nsdl.com/>) with the aforesaid e-Voting system of NSDL, which enables you as a registered User of IDeAS facility to also access e-Voting system of NSDL for casting your votes by using your existing login credentials viz.; User ID and password of IDeAS facility. Thus, you would not be required to log-in to e-Voting system separately for casting votes in respect of the resolutions of companies.

Please note the following:

The facility for voting through Poling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through polling paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith

Other information:

- Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through "Forgot User Details/Password?" or "Physical User Reset Password?" Option available on the site to reset the same.
- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- Please note that if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-Voting website of NSDL through their website viz.; www.icicidirect.com for the purpose of casting your votes electronically by using your existing user ID and password used for accessing the website www.icicidirect.com. Please note that in case you are not able to login through the ICICI direct website, you can also access the e-Voting system of NSDL by using your existing user ID and password for the e-voting system of NSDL.

In case you need a physical copy of the Annual Report, please feel free to write to us at rmltd1985@gmail.com to enable us to dispatch the same to your registered address.

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.

Annexure to Notice

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

Item No. 3

The Members of the Company, at their 32nd Annual General Meeting held on September 30, 2016, have appointed M/s. Doshi Maru & Associates, Chartered Accountants (FRN: 0112187W) as the Statutory Auditor of the Company to hold office from the conclusion of 32nd Annual General Meeting till the conclusion of 33rd Annual General Meeting of the Company.

In terms of Section 139(2) of the Companies Act, 2013, the Company can not appoint an audit firm as auditor for more than two terms of five consecutive years. Therefore, it has been proposed to appoint M/s. Doshi Maru & Associates, Chartered Accountants (FRN: 0112187W) as the Statutory Auditor of the Company.

The Audit Committee has considered the qualifications and experience of the proposed auditors and has recommended their appointment. Therefore, the Board of Directors of the Company, in their meeting held on September 4, 2017, has recommended the appointment of M/s. Doshi Maru & Associates, Chartered Accountants (FRN: 0112187W) as the Statutory Auditor of the Company to hold office from the conclusion of 33rd Annual General Meeting till the conclusion of 37th Annual General Meeting of the Company, subject to ratification of appointment at every subsequent Annual General Meeting to be held after 33rd Annual General Meeting of the Company.

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 Board of Directors of the Company, in their meeting held on, pursuant to recommendation of Nomination and Remuneration Committee, has appointed Mr. Kirti Savla as Managing Director of the Company.

Mr. Kirti Savla has good experience in the general administration of the Company and hence the Board of Directors has decided to appoint him as Managing Director of the Company w.e.f. September 1, 2017.

Moreover, the Nomination and Remuneration Committee, in their meeting held on September 5, 2017, has considered the matter and recommended the appointment of Mr. Kirti Savla under Paragraph I (A) of Part II of Section II of Schedule V and approved the terms and condition of appointment and remuneration of Mr. Kirti Savla w.e.f. September 1, 2017 subject to the approval of the Shareholders at this Annual General Meeting.

Information about the appointee:

Background Details: Mr. Kirti Savla has experienced of more than 10 years in the trading of various goods.

Past Remuneration: In the financial year 2016-17, Mr. Kirti Savla was paid total remuneration of Rs. 1.80 Lakh.

Job Profile and his suitability: He is currently managing day to day operation of the Company.

Terms and conditions of appointment and Remuneration

Term of appointment: Three years with effect from September 1, 2017

Remuneration Proposed:

Basic Salary of up to Rs. 25,000/- per month for a period of 3 years from the date of appointment with an increment of 10% every year;

Provided that Increment shall be applicable w.e.f. April 1 of every year and the first increment shall be applicable w.e.f. April 1, 2018.

The Board of Directors is of the view that the appointment of Mr. Kirti Savla as Managing Director will be beneficial to the operations of the Company and the remuneration payable to him is commensurate with his abilities and experience and accordingly commend the Resolution at Item No. 4 of the accompanying Notice for approval by the Members of the Company.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of re-appointment and remuneration specified above are now being placed before the Members for their approval.

Except Mr. Kirti Savla himself and his relatives to the extent of their shareholding in the Company, 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

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

VirenVora
Director
DIN 01446499

Place: Mumbai

Date: September 5, 2017

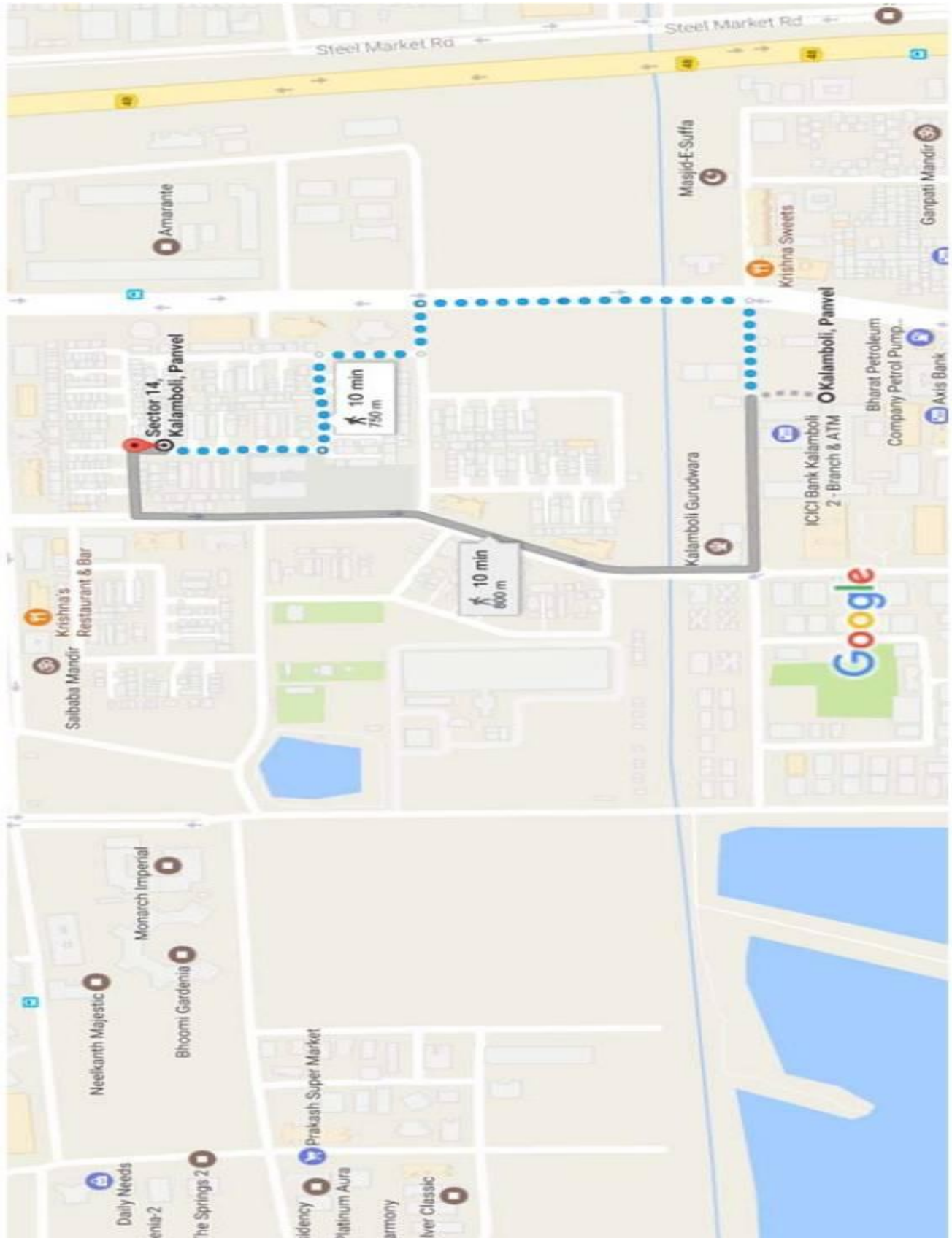
Annexure to the Notice

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

Name of Director	Kirti Chunilal Savla
Date of Birth	December 13, 1970
Date of Appointment at current term & designation	October 5, 2001
Expertise in Specific Functional Areas	More than 10 years of experience in the trading of various goods
List of other Public Limited Companies in which Directorships held	Nil
Chairman / Member of the Committees* of the Board of Directors of the other Public Company	Nil
Shareholding in the Company as at June 30, 2017	7,200 Equity Share
Inter-se Relationship with other Directors	No relation

*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, 2017.

Financial Results:

(Amt in Rs.)

Particulars	F.Y. 2016-17	F.Y. 2015-16
Revenue from operations	84,57,795	-
Other Income	18,96,898	56,27,207
Total Income	1,03,54,693	56,27,207
Operating expenditure	80,08,386	10,31,649
Earnings before interest, tax, depreciation and amortization (EBITDA)	23,46,307	45,95,558
Less: Finance costs	18,00,114	40,96,451
Depreciation and amortization expense	-	-
Profit before tax	5,46,193	4,99,107
Less: Tax expense	1,69,000	1,55,000
Profit for the year (PAT)	3,77,193	3,44,107
Balance brought forward from previous year	1,46,60,371	1,43,16,264
Less: Income Tax written off	64,198	-
Balance carried to balance sheet	1,49,73,366	1,46,60,371

YEAR AT A GLANCE:

Financial Performance:

In the financial year 2016-17, the Company has generated the revenue from the trading of goods. The Company has earned total income of Rs. 1,03,54,693/- as against total income of Rs. 56,27,207/-. The total income of the Company was increase by 54% over the previous financial year. The Profit before tax of the Company for the financial year 2016-17 stood at Rs. 5,46,193/- as against that of 4,99,107/- for previous year making net profit of Rs. 3,77,193/- for the financial year 2016-17 as against profit of Rs. 3,44,107/- 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 2016-17.

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.

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Constitution of Board:

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

The table below provides the composition of the Board as on date of this report, 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 in F.Y. 2016-17	Attendance at the last AGM	No. of Shares held & % holding (of the Company)
Mr. Viren Vora	August 24, 2002	3	M-2	7	Yes	Nil
Mr. Kirti Savla	October 5, 2001	1	---	7	Yes	7,200 Equity Shares (0.72%)
Mr. Mayur Parikh	August 1, 2014	7	C-5 M-3	7	Yes	Nil
Mrs. Shakuntla Shah	September 30, 2016	1	M - 2	4	Yes	Nil

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

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

None of the Directors of Board is a member of more than ten Committees or Chairman of more than five committees across all the Public companies in which they are Director. 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 requires for discussing and deciding on various business policies, strategies and other businesses. The Board meetings are generally held at registered office of the Company.

During the year under review, Board of Directors of the Company met 7 times, viz May 27, 2016, July 22, 2016, September 5, 2016, October 1, 2016, November 11, 2016, January 27, 2017 and March 24, 2017.

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 two Non-Promoter Independent Directors in line with the Companies Act, 2013. A separate meeting of Independent Directors was held on March 24, 2017 to review the performance of Non-Independent Directors and Board as whole and performance of Chairperson of the Company including assessment of quality, quantity and timeliness of flow of information between Company management and Board.

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

Information on Directorate:

During the financial year 2016-17, the Company had received a special notice under Section 160 of the Companies Act, 2013 proposing the candidature of Mrs. Shakuntla Shah for the post of Independent Directors. The Members of the Company, in their last Annual General Meeting held on September 30, 2016, has appointed her as Woman Independent Director of the Company for a 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. Kirti Savla, 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 re-appointment on the Board.

In addition, the Board of Directors of the Company has appointed Mr. Kirti Savla as Managing Director of the company w.e.f. September 1, 2017.

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

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 appointed Mr. Kirti Savla as Managing Director of the Company. Further, the Company is in process to appoint requisite 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, 2017, 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, 2017 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 once in quarter for the purpose of recommending the quarterly/half yearly/ yearly financial result and the gap between two meetings did not exceed one hundred and twenty days. Additional meeting is held for the purpose of reviewing the specific item included in terms of reference of the Committee. During the year under review, Audit Committee met 5 (Five) times, viz May 27, 2016, July 22, 2016, September 5, 2016, November 11, 2016 and January 27, 2017.

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 2016 -17	
		Held	Attended
Mr. Viren Vora	Chairman	5	5
Mr. Mayur Parikh	Member	5	5
Mr. Kirti Savla*	Member	3	3
Mrs. Shakuntla Shah^	Member	2	2

* up to September 30, 2016 ^ w.e.f. October 1, 2016

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, 2016.

Further, Mr. Mayur Parikh has been designated as Chairman of the Committee w.e.f. September 5, 2017 in place of Mr. Viren Vora and accordingly Mr. Viren Vora has been designated as Member of the Committee.

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, Nomination and Remuneration Committee met 2 (two) times, viz September 5, 2016 and March 24, 2017.

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 2016 -17	
		Held	Attended
Mr. Kirti Savla*	Chairman	1	1
Mrs. Shakuntla Shah^	Chairman	1	1

Mr. Viren Vora	Member	2	2
Mr. Mayur Parikh	Member	2	2

* up to September 30, 2016 ^ w.e.f. October 1, 2016

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 2016-17 is provided in Form MGT-9 which is the part of this report.

Disclosure of Remuneration:

In terms of the provisions of Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, none of the employee of the Company is drawing remuneration in excess of limit specified in said rule.

There has been no Key Managerial Personnel in the Company during the financial year 2016-17.

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 27, 2016, July 22, 2016, November 11, 2016 and January 27, 2017.

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 2016-17	
		Held	Attended
Mr. Mayur Parikh	Chairman	4	4
Mr. Viren Vora	Member	4	4
Mr. Kirti Savla*	Member	2	2
Mrs. Shakuntla Shah^	Member	2	2

* up to September 30, 2016 ^ w.e.f. October 1, 2016

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, 2017.

SHARE CAPITAL:

The Paid up Equity Share Capital as at March 31, 2017 stood at Rs. 99.60 Lakhs. During the year under review, there has been no change occurred in the share capital of the Company.

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 are 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, 2017 to the date 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 – 1** 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. Doshi Maru & Associates, Chartered Accountants (FRN: 0112187W) is acting as Statutory Auditor of the Company. The Members of the Company had, in its last Annual General Meeting, appointed M/s. Doshi Maru & Associates, Chartered Accountants (FRN: 0112187W) to hold office from the conclusion of the 32nd Annual General Meeting till the conclusion of the 33rd Annual General Meeting.

Further, in terms of Section 139(2) of the Companies Act, 2013, the Company cannot appoint an audit firm as auditor for more than two terms of five consecutive years. The Board of Directors has proposed to appoint M/s. Doshi Maru & Associates, Chartered Accountants (FRN: 0112187W) as the Statutory Auditor of the Company to hold office from the conclusion of 33rd Annual General Meeting till the conclusion of 37th Annual General Meeting of the Company, subject to ratification of appointment at every subsequent Annual General Meeting to be held after 33rd Annual General Meeting of the Company.

The Auditors' Report for financial year 2016-17 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 2016-17, as required under Section 204 of the Companies Act, 2013 and Rules there under. The Secretarial Audit Report for the financial year 2016-17 is annexed to this report as an **Annexure – 2**. The secretarial audit report contains remark with regards to non-appointment of Key Managerial Personnel and Internal Auditor.

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

ACKNOWLEDGEMENT:

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

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

For, **Rose Merc Limited**

Place: Mumbai
Date: September 5, 2017

Viren Vora Director DIN: 01446499	Kirti Savla Director DIN: 02003878
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Extract of Annual Return

as on the financial year ended March 31, 2017

[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, Kalamboli, Navi Mumbai, Mumbai City - 410 218 Phone: +91 - 22 - 6060 2719 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 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai, Maharashtra - 400 083 Tel No.: +91 - 22 - 4918 6000 Fax No.: +91 - 22 - 4918 6060 Email: rnt.helpdesk@linkintime.co.in Web: www.linkintime.co.in

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	100.00%

3) Particulars of Holding, Subsidiary and Associate Companies:

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

4) Shareholding Pattern:

1) Category-wise Shareholding										
Category of Shareholders	No. of Shares held as at beginning of the year				No. of Shares held as at end of the year				% 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	101,742	21,015	122,757	12.33	101,741	21,015	122,756	12.32	(0.00)	
ii. Overseas	-	-	-	-	-	-	-	-	-	
b) Individuals										
i. Individual Shareholders holding nominal share capital upto Rs. 2 lakh	482,130	78,750	560,880	56.31	482,123	78,750	560,873	56.31	(0.00)	
i. Individual Shareholders holding nominal share capital in excess of Rs. 2 lakh	260,550	-	260,550	26.16	260,550	-	260,550	26.16	-	
c) Others (specify)										
Non Resident Indians	100	-	100	0.01	108	-	108	0.01	0.00	
HUF	44,513	-	44,513	4.47	44,513	-	44,513	4.47	-	
Clearing Members	-	-	-	-	-	-	-	-	-	
Sub-Total (B)(2):	889,035	99,765	988,800	99.28	889,035	99,765	988,800	99.28	0.00	

Total Public Shareholding (B)=(B)(1)+(B)(2)	889,035	99,765	988,800	99.28	889,035	99,765	988,800	99.28	0.00
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	896,235	99,765	996,000	100.00	896,235	99,765	996,000	100.00	0.00

II) Shareholding of Promoters & Promoters Group*

Name	No. of Shares held as at beginning of the year		Date wise Increase/Decrease in Shareholding			Cumulative Shareholding during the year		No. of Shares held as at end of the year	
	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

* No Shares have been pledged/encumbered by the promoter

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

Name	No. of Shares held as at beginning of the year		Date wise Increase/Decrease in Shareholding			Cumulative Shareholding during the year		No. of Shares held as at end of the year	
	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	8.89				88,582	8.89	88,582	8.89
Anita Gupta	43,165	4.33				43,165	4.33	43,165	4.33
Shakun Holdings Pvt. Ltd.	86,700	8.70				86,700	8.70	86,700	8.70
K Samba Murthy	39,640	3.98				39,640	3.98	39,640	3.98
Trigun Chandra Katoch	35,050	3.52				35,050	3.52	35,050	3.52
Santlal Khaneja & Sons HUF IMSL	34,454	3.46				34,454	3.46	34,454	3.46
Rachita Sharma	31,163	3.13				31,163	3.13	31,163	3.13
Chetan Dogra	22,950	2.30				22,950	2.30	22,950	2.30
Komal Devgan	15,458	1.55				15,458	1.55	15,458	1.55
Raju M Shah	15,100	1.52				15,100	1.52	15,100	1.52

(IV) Shareholding of Directors and Key Managerial Personnel

Name	No. of Shares held as at beginning of the year		Date wise Increase/Decrease in Shareholding*			Cumulative Shareholding during the year		No. of Shares held as at end of the year	
	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	-	-				-	-	-	-
Mrs. Shakuntala Shah	-	-				-	-	-	-

5) Indebtness

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	-	80,880,494	-	80,880,494
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total A (i+ii+iii)	-	80,880,494	-	80,880,494
Change in Indebtedness during the financial year				
Additions	-	(44,882,000)	-	(44,882,000)
Reduction	-	-	-	-
Net Change B	-	(44,882,000)	-	(44,882,000)
Indebtedness at the end of the financial year				
i) Principal Amount	-	35,998,494	-	35,998,494
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total C (i+ii+iii)	-	35,998,494	-	35,998,494

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 2016-17.

B) Remuneration to other Directors:

Particulars of Remuneration	Name of the Director Viren Vora (Director)	Name of the Director Kirti Savla (Director)	Total Amount
	Gross salary	-	
(a) Salary as per provisions contained in section 17(1) of the Income Tax.	36,500	180,000	216,500
(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)	36,500	180,000	216,500

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, 2017

Viren Vora
 Director
 DIN 01446499

Kirti Savla
 Director
 DIN 02003878

SECRETARIAL AUDIT REPORT**Form No. MR-3**

For the financial year ended March 31, 2017

[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, minutes 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, 2017, 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, 2017 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;
 - c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")
- vi. Secretarial Standards issued by the Institute of Company Secretaries of India.

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;

- the Company has not appointed Key Managerial Personnel as required under Section 203 of the Companies Act, 2013;
- the Company has not appointed Internal Auditor as required under Section 138 of the Companies Act, 2013;
- appointment of Company Secretary as compliance officer under Regulation 6 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

Further company being engaged in the business of trading of goods; 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 duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

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

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
Date: September 5, 2017

Anand Lavingia
Practicing Company Secretary
ACS No.: 26458 COP 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
Date: September 5, 2017

Anand Lavingia
Practicing Company Secretary
ACS No.: 26458 COP 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. Doshi Maru & Associates, Chartered Accountants (FRN: 0112187W) the statutory auditors of the Company has audited the financial statements included in this annual report and has issued an attestation report on our internal control over financial reporting (as defined in section 143 of Companies Act, 2013).

The audit committee 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, 2017, 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.

**AUDIT REPORT TO MEMBERS TO THE SHARE HOLDERS OF
ROSE MERC LIMITED**

Report on the Financial Statements

We have audited the accompanying financial statements of Rose Merc Limited, which comprise the Balance Sheet as at March 31, 2017, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management 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 accounting standards referred to in section 133 of the Act, read with Rule 7 of the Companies (Account) 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 and the Rules made there under including the accounting standards and matters, which are required to be included in the audit report.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. 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 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 control relevant to the Company's preparation and fair presentation of the financial statements 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 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 accounting policies used and the reasonableness of the accounting estimates made by management, 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.

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:

- (i) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31,2017;
- (ii) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date;

(iii) Cash Flow Statement for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in "**Annexure A**" a statement on the matter specified in the paragraph 3 and 4 of the Order.
2. As required under provisions of section 143(3) of the Companies Act, 2013, we report that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief where necessary for the purposes of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. The Balance Sheet and Statement of Profit and Loss dealt with this report are in agreement with the books of account;
 - d. In our opinion, the Balance Sheet and Statement of Profit and Loss comply with the accounting standards referred to in section 133 of the Act, read with Rule 7 of the Companies (Account) Rules, 2014;
 - e. On the basis of written representations received from the directors as on March 31, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, from being appointed as a director in terms of section 164(2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the company and operating effectiveness of such controls, referred to our separate report in "**Annexure B**".
 - g. With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
 - (a) The Company does not have any pending litigation as at March 31, 2017 on its financial position in its financial statements except as mentioned in below:

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

- (b) The Company did not have any long-term and derivative contracts as at March 31, 2017.
- (c) There has been no delay in transferring amounts, required to be transferred, the Investor Education and Protection Fund by the Company during the year ended March 31, 2017.
- (d) The Company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8 November, 2016 to 30 December, 2016 and these are in accordance with the books of accounts maintained by the Company. Refer Note 27 to the financial statements.

**For Doshi Maru & Associates,
Chartered Accountants
F.R.N. 0112187W**

**Sarvesh A. Gohil
Partner
M.No. 135782**

Place: Jamnagar
Date: May 24, 2017

ANNEXURE "A" TO THE AUDITORS' REPORT

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

I. In respect of Its Fixed Assets:

According to the information and explanation given to us and in the basis of our examination of the records of the company the company does not have any fixed assets during the year. Accordingly, this clause is not applicable to the company.

II. The stock of inventory has been physically verified during the year by the Management at reasonable intervals, except stock lying with third parties. Confirmations of such stocks with third parties have been obtained by the Company in most of the cases. The discrepancies noticed on physical verification of stocks as compared to book records were not material; however, the same have been properly dealt with the books of account.

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

IV. In our opinion and according to the information and explanations given to us, the Company has granted loans, guarantees and investments covered under the provisions of section 185 and 186 of the Companies Act, 2013 and it has complied with provisions of section 185 and 186 of the Companies Act, 2013.

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

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

VII. In respect of Statutory Dues:

(a) The company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and any other statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, sales tax, customs duty, excise duty and cess were in arrears, as at 31.03.17 for a period of more than six months from the date they became payable.

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

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

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

IX. The Company has not raised any money by Initial Public Offer or Further Public Offer including Debt instruments and term loans. Hence this clause is not applicable to the company.

X. During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the company or any fraud on the

Company by its officers or employees noticed or reported during the year, nor have we been informed of such cases by the Management.

- XI.** In our opinion and according to the information and explanations given to us, 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.
- XII.** In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- XIII.** According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the financial statements etc. as required by the applicable accounting standards;
- XIV.** According to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- XV.** According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- XVI.** The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For Doshi Maru & Associates,
Chartered Accountants
F.R.N. 0112187W**

**Sarvesh A. Gohil
Partner
M.No. 135782**

Place: Jamnagar
Date: May 24, 2017

ANNEXURE "B" TO AUDITOR'S REPORT

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

We have audited the internal financial controls over financial reporting of Rose Merc Limited ('the Company') as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by the ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013,

to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2017 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

**For Doshi Maru & Associates,
Chartered Accountants
F.R.N. 0112187W**

**Sarvesh A. Gohil
Partner
M.No. 135782**

Place: Jamnagar
Date: May 24, 2017

ROSE MERC LIMITED
CIN: L24110MH1985PLC035078
Balance Sheet as at March 31, 2017

Particulars		Note No.	As at March 31, 2017	As at March 31, 2016
I.	EQUITY AND LIABILITIES			
1	Shareholders' funds			
	(a) Share capital	2	9,960,000.00	9,960,000.00
	(b) Reserves and surplus	3	14,963,865.96	14,660,371.00
	(c) Money received against share warrants		-	-
2	Share application money pending for allotment		-	-
3	Non-current liabilities			
	(a) Long-term borrowings	4	-	46,502,000.00
	(b) Deferred tax liabilities (Net)		-	-
	(c) Other Long Term Liabilities		-	-
	(d) Long Term Provisions		-	-
4	Current liabilities			
	(a) Short-term borrowings	5	35,998,494.00	34,378,494.00
	(b) Trade payables	6	8,338,060.00	-
	(c) Other current liabilities	7	187,875.00	491,891.00
	(d) Short-term provisions	8	246,000.00	451,575.00
	TOTAL		69,694,294.96	106,444,331.00
II.	ASSETS			
	Non-current assets			
1	(a) Fixed assets			
	(i) Tangible assets		-	-
	(ii) Intangible assets		-	-
	(iii) Capital Work-In-Progress		-	-
	(iv) Intangible Assets under Development		-	-
	(b) Non Current Investments	9	501,600.00	501,600.00
	(c) Deferred Tax Assets(net)		-	-
	(d) Loan-Term Loans and Advances	10	58,462,870.00	105,418,329.00
	(e) Other Non-current assets		-	-
2	Current assets			
	(a) Current Investments			
	(b) Inventories		-	-
	(c) Trade receivables	11	8,457,795.00	-
	(d) Cash and cash equivalents	12	77,306.96	20,464.00
	(e) Short-term loans and advances	13	2,194,723.00	503,938.00
	(f) Other Current assets		-	-
	TOTAL		69,694,294.96	106,444,331.00
	Accounting Policies & Notes on accounts	1		
As per our report on even date attached				
For, Doshi Maru & Associates Chartered Accountants F. No. 0112187W			For, Rose Merc Limited	
Sarvesh A. Gohil Partner M. No. 135782			Viren Vora DIN : 01446499 Director	Kirti Savla DIN: 02003878 Director
Place: Jamnagar Date: May 24, 2017			Place: Mumbai Date: May 24, 2017	

ROSE MERC LIMITED
CIN: L24110MH1985PLC035078

Statement of Profit And Loss for the Year Ended March 31, 2017

Particulars		Refer Note No.	For the year ended March 31, 2017	For the year ended March 31, 2016
I.	Revenue from operations	14	8,457,795.00	-
II.	Other income	15	1,896,898.00	5,627,207.00
III.	Total Revenue (I + II)		10,354,693.00	5,627,207.00
IV.	Expenses:			
	Cost of materials consumed		-	-
	Purchases of Stock-in-Trade	16	6,579,060.00	-
	Changes in inventories of finished goods work-in-progress and Stock-in-Trade		-	-
	Employee benefits expense	17	642,730.00	499,460.00
	Finance costs	18	1,800,114.50	4,096,451.00
	Depreciation and amortization expense		-	-
	Other expenses	19	786,595.65	532,189.00
	Total expenses		9,808,500.15	5,128,100.00
V.	Profit before exceptional and extraordinary items and tax (III-IV)		546,192.85	499,107.00
VI.	Exceptional Items		-	-
VII.	Profit before exceptional and extraordinary items and tax (V-VI)		546,192.85	499,107.00
VIII.	Extraordinary Items		-	-
IX.	Profit before tax (VII-VIII)		546,192.85	499,107.00
X.	Tax expense:			
	(1) Current tax		178,500.00	155,000.00
	(2) Deferred tax		-	-
XI.	Profit from Continuing Operations (IX-X)		367,692.85	344,107.00
XII.	Profit from Discontinuing Operations		-	-
XIII.	Tax expense of discontinuing operations		-	-
XIV.	Profit from discontinuing operation (after tax)(XII-XIII)		-	-
IX	Profit (Loss) for the period (VI + VIII)		367,692.85	344,107.00
X	Earnings per equity share:			
	(1) Basic		0.37	0.35
	(2) Diluted		0.37	0.35
Accounting Policies & Notes on accounts		1		
As per our report on even date attached				
For, Doshi Maru & Associates Chartered Accountants F. No. 0112187W			For, Rose Merc Limited	
Sarvesh A. Gohil Partner M. No. 135782			Viren Vora DIN : 01446499 Director	
Place: Jamnagar Date: May 24, 2017			Kirti Savla DIN: 02003878 Director	
			Place: Mumbai Date: May 24, 2017	

ROSE MERC LIMITED

CIN: L24110MH1985PLC035078

Cash Flow Statement for the year ended March 31, 2017

Sr. No.	Particulars	For the year ended March 31, 2017		For the year ended March 31, 2016	
		Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)	Amount (In Rs.)
A.	Cash flow from Operating Activities				
	Net Profit Before tax as per Statement of Profit & Loss		546,192.85		499,107.00
	Adjustments for :				
	Interest Income	(1,896,898.00)		(5,627,207.00)	
	Finance Cost	1,800,114.50	(96,783.50)	4,096,451.00	(1,530,756.00)
	Operating Profit before working capital changes		449,409.35		(1,031,649.00)
	Changes in Working Capital				
	Trade receivable		-	540,000.00	
	Other Loans and advances receivable	(1,754,982.89)		1,806,935.00	
	Trade Payables	8,338,060.00		-	
	Other Current Liabilities	(304,016.00)		421,955.00	
	Other Current Assets		-	(155,370.00)	
	Short Tem Provisions	(205,575.00)		-	
			6,073,486.11		2,613,520.00
	Less : Income Tax Provision		178,500.00		155,000.00
	Net Cash Flow from Operating Activities (A)		6,344,395.46		1,426,871.00
B.	Cash flow from investing Activities				
	Movement in Loan & Advances	46,955,459.00		-	
	Interest Income	1,896,898.00		5,627,207.00	
			48,852,357.00		5,627,207.00
	Net Cash Flow from Investing Activities (B)		48,852,357.00		5,627,207.00
C.	Cash Flow From Financing Activities				
	Proceeds From long Term Borrowing (Net)	(46,502,000.00)		(17,798,200.00)	
	Short Term Borrowing (Net)	1,620,000.00		14,847,741.00	
	Interest Paid	(1,800,114.50)		(4,096,451.00)	
	Dividend paid (Including DDT)		(46,682,114.50)		(7,046,910.00)
	Net Cash Flow from Financing Activities (C)		(46,682,114.50)		(7,046,910.00)
D.	Net (Decrease)/ Increase in Cash & Cash Equivalents (A+B+C)		8,514,637.96		7,168.00
E.	Opening Cash & Cash Equivalents		20,464.00		13,296.00
F.	Cash and cash equivalents at		8,535,101.96		20,464.00

	the end of the period				
G.	Cash And Cash Equivalents Comprise :				
	Cash		42,415.35		8,417.00
	Bank Balance :				
	Current Account		34,891.61		12,047.00
	Deposit Account		-		-
	Total		77,306.96		20,464.00

For, **Doshi Maru & Associates**
Chartered Accountants
F. No. 0112187W

For, **Rose Merc Limited**

Sarvesh A. Gohil
Partner
M. No. 135782

Viren Vora **Kirti Savla**
DIN : 01446499 **DIN: 02003878**
Director **Director**

Place: Jamnagar
Date: May 24, 2017

Place: Mumbai
Date: May 24, 2017

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Company's Overview:

Rose Merc Limited ("The Company") was incorporated on 16/01/1985 vide Certificate of incorporation No. L24110MH1985PLC035078 under the Companies Act, 1956. The company is engaged in the business of trading of General Merchandise and allied items along with finance and investment based activities.

Note: -1 Significant accounting policies:

a. Disclosure of accounting policies: -

The Financial statements are prepared under the accrual basis following the historical cost convention in accordance with generally accepted accounting principles (GAAP), and pursuant to section 133 of the companies act, 2013 read with Rule 7 of the Companies (Accounts) rules,2014, till the standards of accounting or any addendum thereto are prescribe by central government. Existing Accounting Standards notified under the companies act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under section 211(3C) [Companies (Accounting Standards) Rules,2006 as amended] and other relevant provisions of the Companies act,2013 (the 'Act').

The presentation of financial statements requires estimates and assumption to be made that affect the reported amount of assets & Liabilities on the date of financial statements and the reported amount of revenue and expenses during the reporting period. Difference between the actual result and estimates are recognized in the period in which results are known/materialized.

b. Valuation of Inventory : -

Stock-In-Trade : At Lower of Cost or Net realizable value.

c. Cash Flow Statements :-

Cash flow statement has been prepared by indirect method as prescribed in the AS-3.

d. Contingencies and Events Occurring After the Balance Sheet Date : -

Effects of, events occurred after Balance Sheet date and having material effect on financial statements are reflected wherever required. However There are no contingencies and events occurring after Balance Sheet date affecting the Financial position of the Company.

e. Net Profit or loss for the period, prior period items and changes in accounting policies: -

Material items of prior period, non-recurring and extra ordinary items are shown separately, If any.

f. Depreciation accounting : -

Depreciation has been provided under Written Down Value Method as per the useful life prescribed under schedule II of the Companies Act, 2013. The Company does not have any fixed assets during the year.

g. Revenue Recognition:-

All revenues are generally recognized on accrual basis.

h. Accounting for Fixed Assets :-

Fixed assets are stated at cost less accumulated depreciation. Cost comprises the purchase price and any other attributable cost of bringing the asset to its working condition for its intended use less CENVAT claimed.

i. Accounting for effects of changes in foreign exchange rates :-

- (a) Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of the transactions.
- (b) Any income or expenses on account of exchange difference either on settlement or on Balance sheet Valuation is recognized in the profit and loss account except in cases where they relate to acquisition of fixed assets in which case they are adjusted to the carrying cost of such assets.

(c) Foreign currency transactions accounts are given in the notes of accounts.

j. Accounting for Government Grants :-

Capital subsidiary receivable specific to fixed assets is treated as per accounting standard 12 and other revenue grants is recorded as revenue items.

k. Accounting for Investments :-

Investments are shown at Cost as the Investment being Non-Current Asset, The Investment made are in the nature of Unquoted Equity Investment Rs.5,01,600/-. The provision for increase or decrease in Value of shares is not provided as it is considered separately.

l. Employees Retirement Benefit Plan :-

h. Provident Fund :-

Provident fund is a defined contribution scheme as the company pays fixed contribution at pre-determined rates. The obligation of the company is limited to such fixed contribution. The contributions are charged to Profit & Loss A/c.

i. Leave Encashment :-

The Management has decided to apply pay-as-you-go method for payment of leave encashment. So amount of leave encashment will be accounted in the Profit & Loss A/c in the financial year in which the employee retires and provision will not be made on yearly basis.

j. Provision for Gratuity :-

The Provision of Employee State Insurance Act are not applicable to the Company. Therefore no Provision for Gratuity is made or provided for.

m. Borrowing Cost :-

Borrowing costs directly attributable to the acquisition of qualifying assets are capitalized till the same is ready for its intended use. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing cost is charged to revenue.

n. Segment Reporting:-

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

o. Related Party Disclosure :-

The Disclosures of Transaction with the related parties as defined in the related parties as defined in the Accounting Standard are given in notes of accounts.

p. Accounting for Leases :-

The Company has not entered into any lease agreements during the year.

q. Earnings Per Share :-

Disclosure is made in the Notes of accounts as per the requirements of the standard.

r. Accounting for Taxes on Income :-

Current Tax :-

Provision for current tax is made after taken into consideration benefits admissible under the provisions of the Income Tax Act, 1961.

Deferred Taxes :-

Deferred Income Tax is provided using the liability method on all temporary difference at the balance sheet date between the tax basis of assets and liabilities and their carrying amount for financial reporting purposes.

1. Deferred Tax Assets are recognized for all deductible temporary differences to the extent that it is probable that taxable profit will be available in the future against which this items can be utilized.
2. Deferred Tax Assets and liabilities are measured at the tax rates that are expected to apply to the period when the assets is realized or the liability is settled, based on tax rates (and the tax) that have been enacted or enacted subsequent to the balance sheet date.

s. Discontinuing Operations :-

During the financial year the company has not discontinued any of its operations.

t. Provisions Contingent liabilities and contingent assets :-

- Contingent Liabilities are not recognized but are disclosed in the notes.
- Contingent Assets are neither recognized nor disclosed in the financial statements.
- Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet Date.

Note: 2 – Share Capital

Share Capital	As at March 31, 2017		As at March 31, 2016	
	Number	Amt. Rs.	Number	Amt. Rs.
Authorised				
Equity Shares of Rs. 10 each	5,000,000.00	50,000,000.00	5,000,000.00	50,000,000.00
Issued				
Equity Shares of Rs. 10 each	996,000.00	9,960,000.00	996,000.00	9,960,000.00
Subscribed & Paid up				
Equity Shares of Rs. 10 each fully paid	996,000.00	9,960,000.00	996,000.00	9,960,000.00
Total	996,000.00	9,960,000.00	996,000.00	9,960,000.00

Note: 2.1 – Reconciliation of Number of Shares

Particulars	Equity Shares		Equity Shares	
	Number	Amt. Rs.	Number	Amt. Rs.
Shares outstanding at the beginning of the year	996,000.00	9,960,000.00	996,000.00	9,960,000.00
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	996,000.00	9,960,000.00	996,000.00	9,960,000.00

Note: 2.2 – Details of Shares held by shareholders holding more than 5% of the aggregate shares in the Company

Name of Shareholder	As at March 31, 2017		As at March 31, 2016	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Vivek Malik	88,582	8.89%	88,582	8.89%
Shakun Holdings Private Limited	86,700	8.70%	86,700	8.70%

Note: 3 – Reserve and Surplus**(Amount in Rs.)**

Particulars	As at March 31, 2017	As at March 31, 2016
a. Surplus		
Opening balance	14,660,371.11	14,316,264.00
(-) Income Tax Written Off	64,198.00	
(+) Net Profit/(Net Loss) For the current year	367,692.85	344,107.00
Closing Balance	14,963,865.96	14,660,371.00

Note: 4 – Long Term Borrowings**(Amount in Rs.)**

Particulars	As at March 31, 2017	As at March 31, 2016
Secured		
(a) Other Loan & Advances		
Sub-total (a)	-	-
In case of continuing default as on the balance sheet date in repayment of loans and interest with respect to (b) (e) & (g)		
1. Period of default	-	-
2. Amount	-	-
Unsecured		
(a) Loans and advances from related parties	-	175,000.00
Sub-total (b)	-	175,000.00

(b) Other Loans & Advances	-	46,327,000.00
Sub-total (c)	-	46,327,000.00
Sub-total (a+b)	-	46,502,000.00
In case of continuing default as on the balance sheet date in repayment of loans and interest with respect to above		
1. Period of default	-	-
2. Amount	-	-
Total	-	46,502,000.00

Note: 4.1 – These loans are Quasi-equity by nature and their terms of repayments 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.

Note: 5 – Short Term Borrowings

(Amount in Rs.)

Particulars	As at March 31, 2017	As at March 31, 2016
Secured		
(a) Working Capital Loans		
from banks		
Unsecured		
(a) Other Loan & Advances		
From Others	35,998,494.00	34,378,494.00
Sub-total (a)	35,998,494.00	34,378,494.00
In case of continuing default as on the balance sheet date in repayment of loans and interest with respect to above		
1. Period of default	-	-
2. Amount	-	-
Total	35,998,494.00	34,378,494.00

Note: 6 – Trade Payables

(Amount in Rs.)

Particulars	As at March 31, 2017	As at March 31, 2016
(a) Micro, Small and Medium Enterprise	-	-
(b) Others	8,338,060.00	-
Total	8,338,060.00	-

Note: 7 – Other Current Liabilities

(Amount in Rs.)

Particulars	As at March 31, 2017	As at March 31, 2016
(i) Statutory Remittance		
(i) TDS Payable	187,500.00	385,606.00
(iii) Other Payables	375.00	106,285.00
Total	187,875.00	491,891.00

Note: 8 – Short Term Provisions

(Amount in Rs.)

Particulars	As at March 31, 2017	As at March 31, 2016
(a) Provision for employee benefits	-	-
(b) Others (Specify nature)		
(i) Audit Fees Payable	67,500.00	46,575.00
(vi) Provision for Taxation	178,500.00	405,000.00

Total	246,000.00	451,575.00
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Note: 9 – Non Current Investments

(Amount in Rs.)

Particulars	As at March 31, 2017	As at March 31, 2016
(a) Investment in Property		
(b) Investment in Equity Instruments		
In Unquoted Fully paid up Equity Shares of		
Asahi Fibres Ltd.	489,600.00	489,600.00
Amity Interlink Steels Pvt. Ltd.	10,000.00	10,000.00
Eternal Holdings Pvt. Ltd.	1,000.00	1,000.00
Mobi Realtor Pvt. Ltd.	1,000.00	1,000.00
(c) Investment in Preference Shares	-	-
(d) Investments in Government or Trust Securities	-	-
(e) Investments in Debentures or Bonds	-	-
(f) Investments in Mutual Funds	-	-
(g) Investments in Partnership Firms	-	-
(h) Other Non Current Investments	-	-
Aggregate amount of unquoted Investments	501,600.00	501,600.00
Aggregate Cost of Quoted Investment	-	-
Aggregate Cost of Unquoted Investment	501,600.00	501,600.00
Aggregate Market Value of Quoted Investment	-	-
Total	501,600.00	501,600.00

Note: 10 – Long Term Loans and Advances

(Amount in Rs.)

Particulars	As at March 31, 2017	As at March 31, 2016
(Unsecured and Considered Good)		
a. Capital Advances	-	-
b. Security Deposits	-	-
c. Loans & Advances to related parties	-	-
d. Other Loans & Advances	58,462,870.00	105,418,329.00
Total	58,462,870.00	105,418,329.00

Note: 11 – Trade Receivables

(Amount in Rs.)

Particulars	As at March 31, 2017	As at March 31, 2016
(Unsecured and Considered Good)		
Over Six Months	-	-
Others	8,457,795.00	-
Total	8,457,795.00	-

Note: 12 – Cash and Cash Equivalents

(Amount in Rs.)

Particulars	As at March 31, 2017	As at March 31, 2016
a. Balances with banks		
Progressive Co-op. Bank Ltd. (Dadar) - 1544	7,614.96	7,615.00
HDFC Bank - 7566	27,276.65	4,432.00
b. Cash on hand	42,415.35	8,417.00
Total	77,306.96	20,464.00

Note: 13 – Short Term Loans and Advances**(Amount in Rs.)**

Particulars	As at March 31, 2017	As at March 31, 2016
(Unsecured and Considered Good)		
a. Balance with Government Authorities	2,194,723.00	503,938.00
b. Others (specify nature)	-	-
Total	2,194,723.00	503,938.00

Note: 14 – Revenue from Operations**(Amount in Rs.)**

Particular	For the year ended March 31, 2017	For the year ended March 31, 2016
Sale of Products	8,457,795.00	-
Total	8,457,795.00	-

Note: 14.1 – Particulars of Revenue from Operations**(Amount in Rs.)**

Particular	For the year ended March 31, 2017	For the year ended March 31, 2016
Sale of Traded Goods		
Fancy Fabric	8,457,795.00	-

Note: 15 – Other Income**(Amount in Rs.)**

Particular	For the year ended March 31, 2017	For the year ended March 31, 2016
Interest Income		
Interest on Loan	1,893,548.00	5,627,207.00
Interest on IT Refund	3,350.00	-
Total	1,896,898.00	5,627,207.00

Note: 16 – Purchase of Stock-In-Trade**(Amount in Rs.)**

Particular	For the year ended March 31, 2017	For the year ended March 31, 2016
Fancy Fabric	6,579,060.00	-
Total	6,579,060.00	-

Note: 17 – Employee Benefits Expenses**(Amount in Rs.)**

Particular	For the year ended March 31, 2017	For the year ended March 31, 2016
(a) Salaries and Wages	631,000.00	474,400.00
(b) Contributions to Provident Fund & Other Fund	-	-
(c) Staff welfare expenses	11,730.00	25,060.00
Total	642,730.00	499,460.00

Note: 18 – Finance Cost**(Amount in Rs.)**

Particular	For the year ended March 31, 2017	For the year ended March 31, 2016
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(a) Interest expense :-		
(i) Borrowings	1,800,000.00	4,096,336.00
(b) Other borrowing costs	114.50	115.00
Total	1,800,114.50	4,096,451.00

Note: 19 – Other Expenses

(Amount in Rs.)

Particular	For the year ended March 31, 2017	For the year ended March 31, 2016
Selling & Distribution Expenses		
Advertisement Exp	55,513.00	58,077.00
Establishment Expenses		
Rates & Taxes	2,500.00	2,500.00
Payment To auditor	75,000.00	51,750.00
Legal & Professional Fees	556,849.65	341,286.00
Postage & Courier	4,500.00	3,736.00
Telephone Exp.	3,261.00	3,523.00
Printing & Stationery	6,240.00	5,150.00
Miscellaneous Exp	82,732.00	66,167.00
Total	786,595.65	532,189.00

Note: 19.1 – Payment to Auditors As:

(Amount in Rs.)

Particular	For the year ended March 31, 2017	For the year ended March 31, 2016
a. auditor	75,000.00	17,500.00
b. for taxation matters	-	7,500.00
c. for company law matters	-	3,000.00
d. for management services	-	-
e. for other services	-	2,000.00
f. for reimbursement of expenses	-	-
Total	75,000.00	30,000.00

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

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

22. Based on the information given by the Company about Creditor's S.M.E. status, there is no amount due to such creditors outstanding for over 30 days as at March 31, 2017.

23. Earning Per Share

Particulars	Year Ended on March 31, 2017 (Rs.)	Year Ended on March 31, 2016 (Rs.)
Profit / (Loss) after tax attributable to Equity Shareholders (A)	3,77,192.85	3,44,107.00
Weighted Number of Equity Share outstanding During the year (B) (In Nos.)	9,96,000.00	9,96,000.00
Basic Earnings Per Share for each Share of Rs.10/- (A) / (B)	0.38	0.35

24. Foreign Currency Transactions: -**Expenditure in Foreign Currency: - Nil****Earnings in Foreign Currency: - Nil****25. Related Parties Transaction:-**

As per Accounting Standard 18, issued by the Chartered Accountants of India, The Disclosures of Transaction with the related parties as defined in the related parties as defined in the Accounting Standard are given below:

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

Name of Related Parties	Relationship
Viren Vora	Key Managerial Personnel
Kirti Savla	Key Managerial Personnel

(b) Transaction during the current financial year with related parties: -**(Amount in Rs.)**

Sr. No.	Name of Related Parties	Nature of Relation	Nature of Transaction with related parties	Volume of Transactions		Balance at the end of the Year	
				2016-17	2015-16	2016-17	2015-16
1	Viren Vora	Key Managerial Personnel (KMP)	Managerial Remuneration	36,500/-	35,000/-	-	-
2	Kirti Savla	Key Managerial Personnel (KMP)	Managerial Remuneration	1,80,000/-	-	-	-

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

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

Sr. No.	Particulars	Year Ended on 31 st March 2017		Year Ended on 31 st March 2016	
		Principal	Interest	Principal	Interest
I	Amount due as at the date of Balance sheet	Nil	Nil	Nil	Nil
Ii	Amount paid beyond the appointed date during the year	Nil	Nil	Nil	Nil
Iii	Amount of interest due and payable for the period of delay in making payments of principal during the year beyond the appointed date	Nil	Nil	Nil	Nil

Iv	The amount of interest accrued and remaining unpaid as at the date of Balance sheet	Nil	Nil	Nil	Nil
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27. Disclosure On Specified Bank Notes (SBNs)

During the Year, the company has specified Bank notes or other denomination notes in the MCA notification G.S.R. 308(E) dated March 31, 2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December 30, 2016, the denomination wise SBN and other notes as per the notification is given below:

Particulars	SBNs	Other Denomination notes	Total
Closing cash in hand as on November 8, 2016	-	2,450.35	2,450.35
(+) Permitted Receipts	-	1,50,000.00	1,50,000.00
(-) Permitted Payments	-	51,645.00	51,645.00
(-) Amount Deposited in banks	-	-	-
Closing cash in hand as on December 30, 2016	-	1,00,805.35	1,00,805.35

For the purpose of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government India, in the Ministry of Finance, Department of Economic Affairs S.O.3407(E), dated the 8th November, 2016.

To,

Link Intime India Private Limited

C 101, 247 Park, L.B.S. Marg, Vikhroli (West),
Mumbai – 400 083, Maharashtra

Dear Sir/Ma'am,

Sub: Updation of Shareholder Information

Ref: Rose Merc Limited (CIN: L24110MH1985PLC035078)

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

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

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

Place:

Date:

Signature of sole/ First Holder

Note:

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

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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 – 6060 2719; **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 33rd Annual General Meeting of the Members of Rose Merc Limited held on Saturday September 30, 2017 at 05.00 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
Wednesday, September 27, 2017 (09:00 A.M.)	Friday, September 29, 2017 (05:00 P.M.).

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

PROXY FORM

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

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

1. Name: _____
Address: _____
E-mail Id: _____ Signature: _____ or failing him
2. Name: _____
Address: _____
E-mail Id: _____ Signature: _____ or failing him
3. Name: _____
Address: _____
E-mail Id: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual General Meeting of the Members of Rose Merc Limited to be held on Saturday September 30, 2017 at 05.00 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. Kirti Savla as a director liable to retire by rotation			
3.	Appointment of Statutory Auditors and fix their remuneration			
4.	Appointment of Mr. Kirti Savla (DIN 02003878) as Managing Director of the Company			

Signed this.....day of.....2017

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp of not
less than
Rs. 1

Note:

1. 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, 2017 at 05:00 P.M.)
2. 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.

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