



**ROSE MERC
LIMITED**

तमसो ऽ मा ज्योतिर्गमय



15/B/4, New Sion Chs Swami Vallabhdas Road,
Opp SIES College, Behind Dmart Store,
Sion West, Mumbai-22.

GSTIN : 27AACCR3663B1ZM
CIN : L93190MH1985PLC035078

April 16, 2024

To
Deputy General Manager
Listing Department,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai – 400 001

Scrip Code – 512115 Scrip ID – ROSEMER

Sub.: Voting Results of the Postal Ballot pursuant to Regulation 44(3) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (Postal Ballot Notice dated 15th March, 2024).

Dear Sir/Madam,

With reference to above, we would like to state that the provisions of Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, kindly find enclosed the Voting Results and Scrutinizer's Report for the resolutions as set out in the Postal Ballot Notice dated 15th March, 2024.

All the Resolution *except Resolution Number 5*, stated in the Notice of Postal Ballot, has been approved by the members of the Company by requisite majority and shall be deemed to have been passed.

There were no invalid votes.

Please take the same on your record and acknowledge the receipt of the same.

Thanking You.
Yours faithfully,

For ROSE MERC LIMITED

Vaishali Parkar Kumar
Executive Director
DIN: 09159108

Date: April 16, 2024
Place: Mumbai

General information about company

Scrip code	512115
NSE Symbol	
MSEI Symbol	
ISIN	INE649C01012
Name of the company	ROSE MERC LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	15-04-2024
Start time of the meeting	
End time of the meeting	

Scrutinizer Details

Name of the Scrutinizer	Deepak Rane
Firms Name	CS Deepak Rane
Qualification	CS
Membership Number	24110
Date of Board Meeting in which appointed	14-03-2024
Date of Issuance of Report to the company	16-04-2024

Voting results

Record date	08-03-2024
Total number of shareholders on record date	789
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	6
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			TO APPROVE ISSUE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES OF THE COMPANY ON PREFERENTIAL					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7200	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	7200	0	0	0	0	0	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	4204300	2351447	55.9296	2350536	911	99.9613	0.0387
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4204300	2351447	55.9296	2350536	911	99.9613	0.0387
Total		4211500	2351447	55.834	2350536	911	99.9613	0.0387
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				TO APPROVE GRANT OF OPTIONS TO IDENTIFIED EMPLOYEE DURING THE FINANCIAL YEAR 2024-2025 EXCEEDING 1% OF THE ISSUED SHARE CAPITAL OF THE COMPANY				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7200	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7200	0	0	0	0	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	4204300	2351447	55.9296	2350536	911	99.9613	0.0387
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4204300	2351447	55.9296	2350536	911	99.9613
Total		4211500	2351447	55.834	2350536	911	99.9613	0.0387
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				TO APPROVE GRANT OF OPTIONS TO IDENTIFIED EMPLOYEE DURING THE FINANCIAL YEAR 2024-2025 EXCEEDING 1% OF THE ISSUED SHARE CAPITAL OF THE COMPANY				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7200	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7200	0	0	0	0	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	4204300	2351447	55.9296	2350536	911	99.9613	0.0387
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4204300	2351447	55.9296	2350536	911	99.9613
Total		4211500	2351447	55.834	2350536	911	99.9613	0.0387
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				RE-DESIGNATION AND RE-APPOINTMENT OF MR. OMPRAKASH BRIJNATH SINGH (DIN 07204004) AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7200	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	7200	0	0	0	0	0	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	4204300	2351447	55.9296	2351446	1	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4204300	2351447	55.9296	2351446	1	100	0
Total		4211500	2351447	55.834	2351446	1	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				RE-DESIGNATION AND RE-APPOINTMENT OF MR. SUMANT BHARGAV GHASAS (DIN 10199204) AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7200	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7200	0	0	0	0	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	4204300	2351447	55.9296	526403	1825044	22.3863	77.6137
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4204300	2351447	55.9296	526403	1825044	22.3863
Total		4211500	2351447	55.834	526403	1825044	22.3863	77.6137
Whether resolution is Pass or Not.							No	
Disclosure of notes on resolution								

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				RE-DESIGNATION OF MRS. VAISHALI PARKAR KUMAR FROM ADDITIONAL EXECUTIVE DIRECTOR AND CFO TO EXECUTIVE DIRECTOR DESIGNATED AS WHOLE TIME DIRECTOR AND CFO				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7200	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7200	0	0	0	0	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	4204300	2351447	55.9296	2351446	1	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4204300	2351447	55.9296	2351446	1	100
Total		4211500	2351447	55.834	2351446	1	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

SCRUTINIZER'S REPORT

[Pursuant to provisions of section 108 of the Companies Act, 2013 and rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014]

To,**The Chairman,****Rose Merc Limited**

Office no: 15/B/4, New Sion CHS,
Opp SIES College, Behind D Mart,
Sion West, Mumbai - 400022

Scrutinizer's Report on Postal Ballot process conducted through electronic voting system in accordance with the provisions of Section 108 and Section 110 and other applicable provisions, if any of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, as amended.

Dear Sir,

I, CS Deepak Prakash Rane, Practising Company Secretary, having been appointed by the Board of Directors of the **Rose Merc Limited** (the "Company") as a Scrutinizer for the purpose of conducting the postal ballot (Remote e-voting) process in a fair and transparent manner in respect of the resolutions mentioned in the Notice of Postal Ballot dated 14th March, 2024.

I submit my report as under:

1. As per the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020 and 10/2021 dated 23rd June, 2021 read with other relevant circulars, including General Circular No. 20/2021 dated December 8, 2021, General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ('MCA Circulars') and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and on



account of threat posed by COVID-19 pandemic situation, the Company has sent the Postal Ballot Notice dated 14th March, 2024 by email only to the members who have registered their e-mail address with the Company/ Depositories.

2. As per the MCA Circulars and on account of the threats posed by the COVID-19 pandemic, physical copies of the Notice, postal ballot forms and pre-paid Business Reply Envelopes were not dispatched to Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members had taken place through the remote e-voting system only.
3. The Members of the Company holding equity shares, as on the "cut-off date" i.e. Friday, 08th March, 2024 were entitled to vote on the proposed resolutions as set out in the Notice of Postal Ballot dated 14th March, 2024 through remote e-Voting only.
4. The Company has published an advertisement on 16th March, 2024 in "Active times" an English Newspaper and "Mumbai Pratahkal" vernacular (Marathi) Newspaper regarding completion of dispatch of Notice of Postal Ballot dated 14th March, 2024 and also specifying therein the matters prescribed in the Rules with regard to e-voting.
5. The Company has appointed National Securities Depository Limited (NSDL) for facilitating e-voting services to enable the Members to cast their votes electronically. The remote e- Voting facility was kept open from 9:00 A.M. (IST) on Sunday, 17th March, 2024 to 5:00 P.M. (IST) on Monday, 05th April, 2024. The e-Voting facility was blocked forthwith thereafter.
6. The votes cast by the members electronically on the NDSL e-voting platform were unblocked on 16th April, 2024 in presence of two witnesses, Ms. Mayuri Pandya and Ms. Devanshi Sanghani who are not in the employment of the Company.
7. I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the NSDL e-voting system and have maintained a register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014, as amended.



The summary of remote e-Voting received for the following resolutions are as under:

(a) Resolution No.1: - Special Resolution -

To approve issue of warrants convertible into equity shares of the Company on preferential:

Particulars	Remote e-voting		Percentage (%)
	Number of Members	Number of Votes	
Assent	21	23,50,536	99.96%
Dissent	2	911	0.04%
Abstain	Nil	Nil	Nil
Total	23	23,51,447	100.00%

Accordingly, out of 23,51,447 votes cast (remote e-voting), 23,50,536 votes were cast ASSENTING to the Special Resolution constituting 99.96% of the total votes cast; 911 votes were cast DISSENTING to the Special Resolution constituting 0.04% of the total votes cast.

Thus, the Special Resolution as contained in Item No.1 is passed with requisite majority.

(b) Resolution No.2: - Special Resolution -

To approve grant of options to identified employee during the financial year 2024-2025 exceeding 1% of the issued share capital of the Company:

Particulars	Remote e-voting		Percentage (%)
	Number of Members	Number of Votes	
Assent	21	23,50,536	99.96%
Dissent	2	911	0.04%
Abstain	Nil	Nil	Nil
Total	23	23,51,447	100.00%

Accordingly, out of 23,51,447 votes cast (remote e-voting), 23,50,536 votes were cast ASSENTING to the Special Resolution constituting 99.96% of the total votes cast; 911 votes were cast DISSENTING to the Special Resolution constituting 0.04% of the total votes cast.



Thus, the Special Resolution as contained in Item No.2 is passed with requisite majority.

(c) Resolution No.3: - Special Resolution -

To approve grant of options to identified employee during the financial year 2024-2025 exceeding 1% of the issued share capital of the Company:

Particulars	Remote e-voting		Percentage (%)
	Number of Members	Number of Votes	
Assent	21	23,50,536	99.96%
Dissent	2	911	0.04%
Abstain	Nil	Nil	Nil
Total	23	23,51,447	100.00%

Accordingly, out of 23,51,447 votes cast (remote e-voting), 23,50,536 votes were cast ASSENTING to the Special Resolution constituting 99.96% of the total votes cast; 911 votes were cast DISSENTING to the Special Resolution constituting 0.04% of the total votes cast.

Thus, the Special Resolution as contained in Item No.3 is passed with requisite majority.

(d) Resolution No.4: - Special Resolution -

Re-designation and re-appointment of Mr. Omprakash Brijnath Singh (DIN 07204004) as Non-Executive Non-Independent Director:

Particulars	Remote e-voting		Percentage (%)
	Number of Members	Number of Votes	
Assent	22	23,51,446	100.00%
Dissent	1	1	0.00%
Abstain	Nil	Nil	Nil
Total	23	23,51,447	100.00%

Accordingly, out of 23,51,447 votes cast (remote e-voting), 23,51,446 votes were cast ASSENTING to the Special Resolution constituting 100.00% of the total votes cast; 1 votes were cast DISSENTING to the Special Resolution constituting 0.00% of the total votes cast.



Thus, the Special Resolution as contained in Item No.4 is passed with requisite majority.

(e) Resolution No.5: - Special Resolution -

Re-designation and Re-appointment of Mr. Sumant Bhargav Ghaisas (DIN 10199204) as Non-Executive Non-Independent Director:

Particulars	Remote e-voting		Percentage (%)
	Number of Members	Number of Votes	
Assent	16	5,26,403	22.39%
Dissent	7	18,25,044	77.61%
Abstain	Nil	Nil	Nil
Total	23	23,51,447	100.00%

Accordingly, out of 23,51,447 votes cast (remote e-voting), 5,26,403 votes were cast ASSENTING to the Special Resolution constituting 22.39% of the total votes cast; 18,25,044 votes were cast DISSENTING to the Special Resolution constituting 77.61% of the total votes cast.

Thus, the Special Resolution as contained in Item No.5 is not passed with requisite majority.

(f) Resolution No.6: - Special Resolution -

Re-designation of Mrs. Vaishali Parkar Kumar from Additional Executive Director and CFO to Executive Director designated as Whole Time Director and CFO:

Particulars	Remote e-voting		Percentage (%)
	Number of Members	Number of Votes	
Assent	22	23,51,446	100.00%
Dissent	1	1	0.00%
Abstain	Nil	Nil	Nil
Total	23	23,51,447	100.00%

Accordingly, out of 23,51,447 votes cast (remote e-voting), 23,51,446 votes were cast ASSENTING to the Special Resolution constituting 100.00% of the total votes cast; 1 votes were cast DISSENTING to the Special Resolution constituting 0.00% of the total votes cast.



Thus, the Special Resolution as contained in Item No.6 is passed with requisite majority.

You may accordingly declare the result of the voting.

Yours Faithfully,



CS Deepak Prakash Rane

M. No.24110

CP No.8717

UDIN: A024110F000137883

Date: 16th April, 2024

Place: Mumbai