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: 23/07/2022

To,
The Chief General Manager
Listing Operation,
BSE Limited,
20th Floor, P.J. Towers,
Dalal Street,
Mumbai – 400 001

Sub: Extra Ordinary General Meeting

Reference: 44 (3) of SEBI (LODR) Regulations, 2015.

Pursuant to Regulation 44 (3) of SEBI (LODR) Regulations, 2015, we enclosed herewith the Voting Results in prescribed format in respect of the businesses transacted at the Extra Ordinary General Meeting (EOGM) of the Company, along with the Consolidated Report of the Scrutinizer on remote e-Voting prior to the EGM and poll process at the EGM.

The Voting Results along with the Scrutinizer's Report are also being uploaded on the website of Company www.rosemercltd.com.

This is for your information and record.

Thanking you,
For Rose Merc Limited

ROSE MERC LTD.

Kirti Savla
Managing Director
DIN: 02003878

Encl: Voting Result

NILESH SHAH & ASSOCIATES

Company Secretaries

Form No. MGT-13
Consolidated Report of Scrutinizer

To,
The Chairman
Of Extra Ordinary General Meeting
Rose Merc Limited
Held on Thursday, the 21st July, 2022
At the Board Room, 1st Floor, Hotel Sea Princess,
Juhu Tara Road, Juhu Beach, Mumbai 400049.

Sir,

Sub: Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the poll process of voting under taken at the venue of Extra Ordinary General Meeting (EGM) of the members of Rose Merc Limited held on Thursday, 21st July, 2022 at 3.00 p.m. at Board Room, 1st Floor, Hotel Sea Princess, Juhu Tara Road, Juhu Beach, Mumbai – 400 049:

I, Nilesh Shah, Practicing Company Secretary (Membership No. FCS: 4554), Partner of M/s. Nilesh Shah and Associates was appointed as a Scrutinizer for the purpose of the poll (including remote e-voting) taken on the resolutions as per the Annexure attached, at the Extra Ordinary General Meeting of the Equity Shareholders of Rose Merc Limited (the Company) held on 21st July, 2022 at 03.00 p.m. at the Board Room, 1st Floor, Hotel Sea Princess, Juhu Tara Road, Juhu Beach, Mumbai 400049.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and Physical Voting in the form of Poll at the Venue, on the resolutions contained in the notice for the Extra Ordinary General Meeting of the members of the Company. My responsibility as a scrutinizer for the voting process (including Poll and remote e-voting process), as provided by management, is restricted to ensure that the voting process is conducted in a fair and transparent manner and make a Scrutinizer's report of the votes cast "in favour" or "against" or "abstain/invalid", if any, on the items of businesses contained in the Notice of EGM, based on the reports generated from the voting conducted at the EGM and remote e-voting services provided by National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company.

The members of the Company holding shares on the "cut-off date" of 14th July, 2022 were entitled to vote on the resolutions proposed as set out in the notice of the Extra Ordinary General Meeting.

NILESH SHAH & ASSOCIATES MUMBAI C.P. No. 2631 COMPANY SECRETARY

VOTING AT EGM VENUE:

1. Pursuant to the Companies (Management and Administration) Amendment Rules. 2015, the Company has provided the facility of voting, through physical poll paper at the Venue of the EGM, to those members who did not vote through the remote e-voting facility.

2. After the announcement of voting by Chairman, one Ballot Box was kept for polling in my presence with due identification marks placed on the same.

3. On Completion of voting at the meeting, the ballot papers were subsequently opened in my presence (along with presence of two witnesses viz. Ms. Jaini Jain and Mr. Himanshu Gandhi, both of whom are not in employment of the Company) and poll papers were diligently scrutinized.

4. The poll papers were reconciled with the records maintained by the Registrars and Share Transfer Agent of the Company and the authorizations / Proxies lodged with the Company. The Signature of Members and No. of Shares held by respective members were scrutinized and confirmed by the Registrar and Transfer Agent.

5. The poll papers, which were incomplete and/or which were otherwise found defective or the person who has already voted through remote e-voting have been treated as invalid and kept separately.

REMOTE E-VOTING:

1. The Company has availed the remote e-voting services provided by National Securities Depository Limited (NSDL) for providing Members with the facility to cast their vote electronically.

2. The e-voting portal remained open for voting from Monday, 18th July, 2022, (9.00 a.m. IST) to Wednesday, 20th July, 2022 (5.00 p.m. IST).

3. After the conclusion of voting at the EGM, I first collected the poll papers in respect of votes cast at the meeting and thereafter unblocked the electronic votes in the presence of two witnesses, viz., Ms. Jaini Jain and Mr. Himanshu Gandhi, who are not in the employment of the Company and who have signed below as confirmation to unblocking of the votes.

4. The details containing list of shareholders who voted "for" or "against" or whose votes were considered as "abstain/invalid" for each of the resolutions that were put to vote were downloaded from the e-voting website of NSDL.

My report includes the result of voting through the physical poll papers in addition to votes cast through the remote e-voting website of NSDL by the eligible shareholders.

NILESH SHAH & ASSOCIATES MUMBAI C.P. NO. 2631 COMPANY SECRETARY

I have scrutinized the votes cast through electronic means and also through physical poll papers for the purpose of this report.

The particulars of all the electronic votes cast by the members through remote e-voting process and votes cast by the members through physical poll papers have been recorded in a register separately maintained for the purpose.

The result of the voting is as per annexure attached herewith.

The poll papers and all other relevant records were sealed and handed over to the Representative of the Company for keeping under safe custody

Recommendation:

All the resolutions having secured requisite majority of votes, may be considered to have been passed. The Chairman may accordingly declare the result of voting.

Thanking you.

Yours truly,

NILESH SHAH & ASSOCIATES MUMBAI C. P. No. 2631 COMPANY SECRETARY

22/07/2022

Nilesh G. Shah
Partner
Nilesh Shah & Associates
Practicing Company Secretaries
Membership No.: FCS 4554 | CP No.: 2631

UDIN: F004554D000672331
Peer Review No. 698 / 2020

Place: Mumbai
Date: 22nd July, 2022

Jaini. Jain.

Annexure to the Scrutinizer's Report: Rose Merc Limited

Result of Voting (through remote e-voting and physical ballot at EGM):

Sr. No.	Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Valid Votes						Invalid Votes / Abstain	
					Voting in Favour (Assent)			Voted Against (Dissent)				
					No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted
1	1	To approve issue of Equity Warrants convertible into Equity Shares of the Company on Preferential Basis.	Special	Remote E-Voting	7	15	100%	0	0	0%	0	0
				Poll at EGM .	16	36826	100%	0	0	0%	3	7
				Total	**23**	**36841**	**100%**	**0**	**0**	**0%**	**3**	**7**
2	2	To approve the change of Registered Office of the Company.	Special	Remote E-Voting	7	15	100%	0	0	0%	0	0
				Poll at EGM	16	36826	100%	0	0	0%	3	7
				Total	**23**	**36841**	**100%**	**0**	**0**	**0%**	**3**	**7**

NILESH SHAH & ASSOCIATES
MUMBAI
C.P. No. 2631
COMPANY SECRETARY

SHAH NILESH G

Rose Merc. Limited

G-2, Ground Floor, Mangal Mahesh CHS., 14th Road, Khar (West), Mumbai - 400 052.
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Voting Results

Resolutions	**Issue Of Equity Warrants Convertible Into Equity Shares Of The Company On Preferential Basis**	**To shift the registered office of the Company**
Date of the AGM/EGM	**21st July 2022**	**21st July 2022**
Total number of shareholders on record date	621 Shareholders as on Record date i.e July 14, 2021	621 Shareholders as on Record date i.e July 14, 2021
No. of shareholders present in the meeting either in person or through proxy: **Promoters and Promoter Group:** **Public:**	19 1 Promoter 18 Public	19 1 Promoter 18 Public
No. of Shareholders attended the meeting through Video Conferencing **Promoters and Promoter Group:** **Public**	Nil	Nil

For Rose Merc Limited

ROSE MERC LTD.

Kirti Savla
Managing Director
DIN: 02003878

Rose Merc. Limited

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Voting Results as per Regulation 44 of LODR, Regulation 2015

Resolution Required: (Ordinary)		1 - To issue and allot 2175000 Warrants Convertible into equivalent Equity shares of Rs. 24.25 each (including premium of Rs. 14.25) to non-promoters.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		**0**	**0.00**	**0**	**0**	**0.00**	**0.00**
Public Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		**0**	**0.00**	**0**	**0**	**0.00**	**0.00**
Public Non-Institutions	E-Voting	988800	15	0.0015	15	0	100.00	0.00
	Poll		36826	3.7243	36826	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		**36841**	**3.7258**	**36841**	**0**	**100.00**	**0.00**
Total		**996000**	**36841**	**3.6989**	**36841**	**0**	**100.00**	**0.00**

For Rose Merc Limited

ROSE MERC LTD.

Kirti Savla
Managing Director
DIN: 02003878

Rose Merc. Limited

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Voting Results as per Regulation 44 of LODR, Regulation 2015

Resolution Required: (Ordinary)		2 - Change of Registered Office address						
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		**0**	0.00	**0**	**0**	0.00	0.00
Public Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		**0**	0.00	**0**	**0**	0.00	0.00
Public Non-Institutions	E-Voting	988800	15	0.0015	15	0	100.00	0.00
	Poll		36826	3.7243	36826	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		**36841**	**3.7258**	**36841**	**0**	**100.00**	0.00
Total		**996000**	**36841**	**3.6989**	**36841**	**0**	**100.00**	0.00

For Rose Merc Limited

ROSE MERC LTD.

Kirti Savla
Managing Director
DIN: 02003878