



January 29, 2026

To,
The Corporate Relations Department,
BSE Limited,
P J Towers, Dalal Street, Fort,
Mumbai-400001

BSE Scrip Code: 512115 Scrip ID: ROSEMER

Sub: Submission of Notice of Postal Ballot of Rose Merc Limited ('the Company').

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of Postal Ballot of the Company dated January 29, 2026 sent today to the members of the Company for seeking their approval on the resolutions as set out in the Notice of Postal Ballot by way of voting through electronic means i.e. through remote e-voting system only.

In accordance with circulars issued by Ministry of Corporate Affairs, from time to time, the postal ballot notice is being sent only in electronic form to Members whose email addresses are registered with their depository participants (in case of electronic shareholding)/the Company's Registrar and Transfer Agent (in case of physical shareholding) and whose names are recorded in the Register of Members/List of Beneficial Owners as on **Friday, 23rd January, 2026** (cut-off date).

The Company has engaged the services of MUFG Intime India Private Limited for the purpose of providing remote e-voting facility to the members. The remote e-voting will commence from **Friday, January 30, 2026, at 9:00 a.m.** and up to **Saturday, February 28, 2026, at 5.00 p.m.** E-voting module will be blocked by MUFG at Saturday, February 28, 2026, at 5.00 p.m.

The Notice of Postal Ballot is also available on the website of the Company viz. www.rosemerc.in.

**Thanking You,
Yours Faithfully,**

For Rose Merc Limited

**Vaishali Parkar Kumar
Executive Director
DIN: 09159108**

Rose Merc Limited

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

CIN: L93190MH1985PLC035078

E mail id: info@rosemmerc.in **Website:** www.rosemmerc.in.

NOTICE OF POSTAL BALLOT

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 ("THE ACT") READ WITH RULE 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 ("THE RULES") AND OTHER APPLICABLE PROVISIONS, IF ANY, OF THE ACT (INCLUDING ANY STATUTORY MODIFICATION OR RE-ENACTMENT THEREOF FOR THE TIME BEING IN FORCE), SECRETARIAL STANDARD ON GENERAL MEETINGS ("SS-2") AND REGULATION 44 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED (SEBI LODR REGULATIONS).

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('Rules') and General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021 and General Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 issued by Ministry of Corporate Affairs ("MCA Circulars"), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (in continuation of Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020) and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable Laws, Rules and Regulations (including any statutory modification or re-enactment thereof for the time being in force), seeking approval of the shareholders of **Rose Merc Limited** ('Company') by way of ordinary resolution or special resolution, as the case may be, for the businesses appended below through postal ballot by way of voting through electronic means i.e. through remote e-voting system ("**remote e-voting**") only.

The Explanatory Statement pursuant to Section 102 of the Act setting out all material facts and the reasons pertaining to proposed resolutions is also annexed hereto for your consideration.

Pursuant to the MCA Circulars and Section 110 of the Act and the Rules made thereunder, the Company is sending this Postal Ballot Notice ("Notice") along with explanatory statement and remote e-voting instructions only through electronic mode to all those members, whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent ("RTA") or

Depository/ Depository Participants and whose names appear in the Register of Members of the Company as on **Friday, 23 January, 2026** ("Cut-off date").

IN COMPLIANCE WITH THE REQUIREMENTS OF THE ABOVE MCA CIRCULARS, HARD COPY OF POSTAL BALLOT NOTICE ALONG WITH POSTAL BALLOT FORMS AND PRE-PAID BUSINESS ENVELOPE IS NOT BEING DISPATCHED TO THE SHAREHOLDERS FOR THIS POSTAL BALLOT AND SHAREHOLDERS ARE REQUIRED TO COMMUNICATE THEIR ASSENT OR DISSENT THROUGH THE REMOTE E-VOTING SYSTEM ONLY.

Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the SEBI Listing Regulations, the Company has engaged National Securities Depository Limited (NSDL) to provide remote e-voting facility to its Members. The e-voting facility is available at the link www.evotingindia.com from 9.00 a.m. on Friday, January 30, 2026 and up to 5.00 p.m. on Saturday, February 28, 2026. E-voting module will be blocked by NSDL at 5.00 p.m. on Saturday, February 28, 2026 and voting shall not be allowed beyond the said date and time. You are requested to peruse the proposed resolutions along with the Explanatory Statement and thereafter accord your assent or dissent by means of remote e-voting facility provided by the Company.

Please refer the instructions for remote e-voting forming part of the Notes to this Notice to understand the process and manner in which remote e-voting is to be carried out.

Pursuant to Rule 22(5) of the Rules, the Board has appointed CS Deepak Rane, Practicing Company Secretary (Membership No. A24110 CP No. 8717) as the Scrutinizer for scrutinizing the Postal Ballot / E-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of e-voting data. The result of the Postal Ballot / E-voting shall be declared within 48 hours of end of e-voting and upon receipts of report of the Scrutinizer communicated to BSE Limited ("BSE") where the shares of the Company are listed. A copy of the results will also be forwarded to NSDL for displaying the same on its website, www.evotingindia.com and shall also be displayed on the Company's website at www.rosemerc.in.

The last date of the E-voting i.e. Saturday, February 28, 2026 shall be the date on which the resolutions shall be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS:

1. TO APPROVE THE REGULARIZATION OF MS. ESHWARI PURVESH SHELATKAR (DIN: 10973309) AS AN EXECUTIVE DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 , 196 , 197 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder along with the Articles of Association of the Company, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), Ms. Eshwari Purvesh Shelatkar (DIN: 10973309) who was

appointed as an Additional Director of the Company with effect from 20th January, 2026 by the Board of Directors as recommended by the Nomination and Remuneration Committee and who holds the office upto the date of ensuing General Meeting of the Company, be and is hereby appointed as the Director (Executive) of the Company, whose period of office will be liable to retire by rotation.

“RESOLVED FURTHER THAT any Director of the Company and company secretary authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

2. TO CONSIDER AND APPROVE THE INCREASED OF AUTHORISED SHARE CAPITAL:

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

“RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any of the Companies Act, 2013 and rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for increase in Authorised Share Capital of the Company from Rs. 20,00,00,000/- (Rupees Twenty Crore Only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs.10/- (Rupees Ten Only) each to Rs. 25,00,00,000/- (Rupees Twenty-Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each, by way of creation of additional 50,00,000 (Fifty Lakhs) Equity Shares of Rs 10/- (Rupees Ten Only) each ranking pari passu in all respect with the existing equity shares of the company, aggregating to Rs. 25,00,00,000/- (Rupees Twenty-Five Crore Only) and that existing Clause V of the Memorandum of Association of the Company be replaced with following new Clause V:

“V. The Authorised Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty- Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each ranking pari passu in all respect with the existing Equity Shares.”

“RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board of Directors and Key Management Personnel, be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company.”

3. TO CONSIDER, RATIFY AND APPROVE THE RELATED PARTY TRANSACTIONS WITH OUR BOARD CONTROLLED SUBSIDIARY EMIRATES HOLDING FZ LLC:

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

“RESOLVED THAT pursuant to the provisions of Regulation 23(1) and 23(4) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the circulars, directions and other

guidelines prescribed thereunder ("**SEBI LODR Regulations**"), and other applicable statutory provisions, including any amendments thereto, the consent of the members be and is hereby accorded for (i) ratifying the loans advanced by Emirates Holding FZ LLC, a Board controlled subsidiary of the Company ("**Emirates**") to Mohammed Hanif Shaikh, its promoter ("**Promoter**"), in tranches, aggregating to INR 9,15,86,040 (Rupees Nine Crore Fifteen Lakh Eighty-Six Thousand Forty only), on terms and conditions agreed between Emirates and its Promoter and in the manner ratified by the Audit Committee and the Board of Directors of the Company and (ii) the loans to be advanced by Emirates to its Promoter in tranches, upto a maximum aggregate amount of Rs. 20,00,00,000 (Rupees Twenty Crore only), on such terms and conditions as mutually agreed between Emirates and its Promoter.

RESOLVED FURTHER THAT the members take note of the fact that the arrangement pertains to the loans advanced by Emirates to its Promoter, and that such loans have been funded from the business income and internal accruals of Emirates.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to file necessary disclosures, maintain statutory registers, issue required intimations, and take all such steps as may be necessary to give effect to this resolution.

4. TO CONSIDER AND APPROVE THE INTER CORPORATE LOAN TO RELATED PARTY AND BOARD CONTROLLED SUBSIDIARY NAVI MUMBAI PREMIER LEAGUE PRIVATE LIMITED (NMPL), UP TO AN AMOUNT OF ₹8 CRORES:

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

"RESOLVED THAT pursuant to the provisions of Sections 185, 186 and other applicable provisions of the Companies Act, 2013, read with the relevant rules made thereunder, Regulation 23(1), 23(4) and other applicable provisions of the SEBI LODR Regulations, and subject to such approvals, consents, permissions, and sanctions as may be required from any authority, the members of the Company be and are hereby accorded their consent to grant an inter-corporate loan to Navi Mumbai Premier League Private Limited (NMPL), a related party and board-controlled subsidiary, up to an amount not exceeding ₹8,00,00,000 (Rupees Eight Crores only), on such terms and conditions as may be mutually agreed, subject to the approval of the shareholders of the Company in a general meeting, on the following terms:

- Purpose: To meet NMPL's general corporate purposes, working capital requirements, and event-management-related expenses
- Interest Rate: 9% per annum
- Tenure: 1 year, renewable annually on mutual agreement
- Nature: Unsecured
- Disbursement: As and when required by NMPL, subject to availability of funds
- Repayment: As per mutually agreed schedule within the tenure, along with applicable interest

RESOLVED FURTHER THAT the Board of Directors, Chief Financial Officer, and/or Company Secretary of the Company be and are hereby severally authorized to finalize, execute, and deliver all agreements, documents, and other instruments, to issue requisite filings/disclosures

with the Registrar of Companies and Stock Exchanges, and to do all acts, deeds, and things as may be necessary or expedient to give effect to this resolution.”

5. TO CONSIDER AND APPROVE THE CHANGE IN DESIGNATION OF MS. VAISHALI PARKAR KUMAR FROM EXECUTIVE DIRECTOR & CHIEF FINANCIAL OFFICER TO MANAGING DIRECTOR & CHIEF FINANCIAL OFFICER:

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

“RESOLVED THAT pursuant to the provisions of sections 196, 197, 198 and 203 read with the schedule V of the Companies Act, 2013, Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other (2) applicable provisions of the Companies Act, 2013 (“Act”) (including the rules, notifications, circulars, guidelines etc. issued thereunder) read with applicable guidelines issued by the Central Government, from time to time and all other applicable statutes, laws, rules, regulations, guidelines, circulars etc. issued by other appropriate authority(ies), if any (including any statutory amendment or modification or re-enactment thereof, for the time being in force) and in line with the Memorandum and Articles of Association and Nomination and Remuneration Policy of the Company and pursuant to the approval and recommendation of the Board of Directors of the Company and approval of the Members be and is hereby accorded to change in designation of Ms. Vaishali Parkar Kumar (DIN: 09159108), as Managing Director and CFO of the Company from the present position of Whole-time Director and CFO of the Company, not liable to retire by rotation, for a period of her remaining term i.e. upto October 15, 2028 and on such terms and conditions, including remuneration by way of salary, perquisites and other allowances & benefits to be paid to her, as set-out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors including Nomination and Remuneration Committee be and is hereby authorized to increase, alter, vary and modify the said terms and conditions of appointment (including remuneration) payable to Ms. Vaishali Parkar Kumar during her tenure as Managing Director, as per the provisions of the Act.

RESOLVED FURTHER THAT where in any financial year, during the tenure as Managing Director, if the Company has no profits or its profits are inadequate, the Company may pay to Ms. Vaishali Parkar Kumar, the aforementioned remuneration, including any revisions approved by the Board of Directors from time to time, as minimum remuneration, in accordance with provisions of Section 197, 198 and other applicable provisions of the Act and rules made thereunder read with Schedule V to the Act and the SEBI Listing Regulations.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things etc. and to sign all such documents and writings as may be necessary to give effect to the aforesaid resolution and to deal with all matters connected therewith or incidental thereto, without seeking any further approval of the Members of the Company.

6. TO CONSIDER AND APPROVE THE ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable laws, regulations, policies or guidelines and subject to the approval of the Registrar of Companies, Mumbai (the "ROC") and other regulatory authorities, as may be applicable, the consent of the members be and is hereby accorded to alter the Memorandum of Association (MOA) of the Company in the following manner:

1. The existing Main Object Clause 5 of the Memorandum of Association be shifted to the Other Object Clause 1, which shall read as follows:

"To deal in precious stones, diamonds, pearls, jewellery, watches, clock, chronometers, gold and silver plates, electroplated cutlery, presents and gifts, coins, cups, medals, shields, curious articles of virtue, art and antiquities, dressing bags, hand bags and bronzes."

2. The existing Other Object Clause 1 of the Memorandum of Association be shifted and redesignated as Main Object Clause 5, which shall read as follows:

"To purchase, lease exchange or otherwise acquire land, building and other improvable properties of any type or description and rights connected with the land and turn the same into account in any manner, whatsoever, and particular by preparing building sites, opening road and constructing, altering improving, decorating, furnishing and maintaining office, flats, shops, building, etc and by connecting or sub-dividing properties and by leasing or disposing off the same."

"RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

7. TO APPROVE GRANT OF OPTIONS TO IDENTIFIED EMPLOYEE DURING THE FINANCIAL YEAR 2025-2026 EXCEEDING 1% OF THE ISSUED SHARE CAPITAL OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any circulars / notifications / guidance / FAQs issued thereunder, as

amended from time to time (hereinafter referred as "SEBI SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with the Memorandum and Articles of Association of the Company and in accordance with the "RML Employee Stock Option Plan 2024" (hereinafter referred to as "RML ESOP - 2024" / the "Scheme" or the "Plan") and on the recommendation of the Compensation Committee and the Board of Directors of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the members of the Company be and is hereby accorded - to create, issue and grant not exceeding 10,00,000 (Ten Lakh) Employee Stock Options (hereinafter referred to as the "Options"), in one or more tranches, during the Financial Year 2025-2026, which exceeds 1% of the issued share capital of the Company, to or for the benefit of Ms. Qazi Gulshan Banu, Vice President at Emirates Holding FZ LLC, which upon exercise shall not exceed in aggregate 10,00,000 (Ten Lakh) Equity Shares ("Shares") having a face value of Rs. 10/- (Rupees Ten Only) each fully paid-up of the Company, where one Option upon exercise shall convert in to one Share upon exercise subject to payment / recovery of requisite exercise price and applicable taxes, on such terms, conditions and in such manner as the Compensation Committee may decide in accordance with the provisions of the applicable laws and the provisions of the Plan;

RESOLVED FURTHER THAT the Shares as specified hereinabove shall be issued and allotted to the Option grantees upon exercise of the Options in accordance with the terms of the grant and provisions of the Plan and such Shares shall rank paripassu in all respects with the then existing Shares of the Company;

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, or other re-organisation, the ceiling aforesaid in terms of the number of Shares reserved under the Plan shall be adjusted with a view to facilitate fair and reasonable adjustment to the eligible employees as per provisions of the SEBI SBEB Regulations and such adjusted number of the Shares shall be deemed to be the ceiling as originally approved;

RESOLVED FURTHER THAT in case the Shares of the Company are either sub-divided or consolidated, then the number of Shares to be allotted and, to the extent allowed, the exercise price payable by the Option grantees under the Plan shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs.10/- (Rupees Ten Only) per Share bears to the revised face value of the Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said Option grantees;

RESOLVED FURTHER THAT the Board be and is hereby authorised to take requisite steps for listing of the Shares allotted under the Plan on the Bombay Stock Exchange Limited and / or any other stock exchanges where the Shares of the Company are listed or to be listed, in due compliance with SEBI SBEB Regulations and other applicable laws;

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan;

RESOLVED FURTHER THAT the Compensation Committee be and is hereby authorised at any time to modify, change, vary, alter, amend, suspend or terminate the Plan subject to consent of the shareholders by way of a special resolution to the extent required under the applicable laws including the SEBI SBEB Regulations and to do all such acts, deeds, matters and things as

may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and / or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereof.”

8. TO APPROVE ISSUE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS

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

“RESOLVED THAT pursuant to the provisions of Sections 42 and 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) **(the “Companies Act”)**; and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**); (iii) and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation 2015, as amended (**“SEBI Listing Regulations”**), listing agreements entered into by the Company with the BSE Limited (**“BSE”**) “Stock Exchanges”) on which the equity shares of face value of Rs.10/- (Rupees Ten) each of the Company (**“Equity Shares”**) are listed, and any other rules/regulations/guidelines, notifications, circulars and clarifications issued thereon from time to time by the Securities and Exchange Board of India (**“SEBI”**); (iv) other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time by the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India (**“SEBI”**) and/or any other statutory / regulatory authorities from time to time to the extent applicable, and subject to execution of definitive documents and terms thereunder, and the receipt of such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to the Stock Exchanges and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions; and which terms may be agreed to by the Board of Directors of the Company **(the “Board”)**, which term shall be deemed to include its committee for such purpose) and all such other approvals, consent of the Members of the Company be and is hereby accorded to create, issue, offer and allot 39,05,690 (Thirty Nine Lakh Five Thousand Six Hundred Ninety) warrants convertible (**“Warrants”**) into equivalent number of equity shares of the Company of face value of Rs. 10/- (Rupee Ten Only) each (**“Equity Shares”**), in dematerialized form, on Preferential allotment basis, to Promoter and non- promoters of the Company at a price of Rs. 90/- (Rupees Ninety Only) per share (including premium of Rs. 80/- (Rupees Eighty Only) per equity share) as determined by the Board in accordance with the pricing guidelines prescribed under Regulation 164(1) read with Regulation 166A of the Chapter V of the ICDR Regulations at an aggregate consideration of Rs.35,15,12,100/- (Rupees Thirty Five Crores Fifteen Lakhs Twelve Thousand One Hundred Only) and on such other terms and conditions as may be determined in accordance with the ICDR Regulations or other applicable provisions of the law as may be prevailing at the time, to the following:

Sr. No.	Name of the proposed Allottee	Nature of persons who are ultimate beneficial owner	No of Convertible warrants to be allotted	Category	Allottee is: QIB / MF / FI / Trust / Banks
1	Vibha Bhatnagar	Individual	5,00,000	Non-Promoter	Non QIB
2	Balram Dayaram Datwani	Individual	5,00,000	Non-Promoter	Non QIB
3	Krishna Kumar Vadakkepatte	Individual	5,00,000	Non-Promoter	Non QIB
4	Punam Arora	Individual	51,000	Non-Promoter	Non QIB
5	Vikas Pandurang Kolarkar	Individual	50,000	Non-Promoter	Non QIB
6	Sachin Deshpande	Individual	1,27,778	Non-Promoter	Non QIB
7	Salil Divakar Deshpande	Individual	83,333	Non-Promoter	Non QIB
8	Dipali Dattatray Jadhav	Individual	17,250	Non-Promoter	Non QIB
9	Tanveer Singh Ahuja	Individual	1,11,000	Non-Promoter	Non QIB
10	Poonam Sachin Gaikwad	Individual	750	Non-Promoter	Non QIB
11	Kshitij Shankar Patil	Individual	1,000	Non-Promoter	Non QIB
12	Samindar Shankar Jadhav	Individual	1,000	Non-Promoter	Non QIB
13	Niti Trivedi	Individual	8,33,334	Non-Promoter	Non QIB
14	Amitkumar Yogendra Singh	Individual	8,33,334	Non-Promoter	Non QIB
15	Omprakash Singh	Individual	60,000	Non-Promoter	Non QIB

16	Jaiprakash Brijnath Singh	Individual	53,300	Non-Promoter	Non QIB
17	Kavita Deshpande	Individual	50,000	Non-Promoter	Non QIB
18	Vedika Thakur	Individual	40,000	Non-Promoter	Non QIB
19	Bharat Ramdas Karnik	Individual	500	Non-Promoter	Non QIB
20	Rajesh Dilip More	Individual	250	Non-Promoter	Non QIB
21	Sunil K Gawad	Individual	250	Non-Promoter	Non QIB
22	Siddharth Pramod Bhatkar	Individual	250	Non-Promoter	Non QIB
23	Ravindra Hareshwar Churi	Individual	250	Non-Promoter	Non QIB
24	Vikas Kamlakar Phadnis	Individual	50,000	Non-Promoter	Non QIB
25	Kirti Chunilal Savla	Individual	11,111	Promoter	Non QIB
26	Vijay Acharya	Individual	30,000	Non-Promoter	Non QIB
	Total		39,05,690		

RESOLVED FURTHER THAT the said Warrants shall be converted within a period not exceeding 18 (Eighteen) months from the date of allotment of the Warrants, in one or more tranches, in accordance with the SEBI Regulations and other relevant regulations as may be prevailing at the time of allotment of equity shares, and that the Warrants so issued or allotted give rise (on allotment or conversion/ exercise of right) to not more than 39,05,690 (Thirty Nine Lakh Five Thousand Six Hundred Ninety) Equity Shares of Re. 10/- each fully paid-up.

RESOLVED FURTHER THAT the warrants shall be issued by the Company on the following terms and conditions:

- i. An amount equivalent to 25% of the issue price of the Equity Shares arising out of the Warrants shall be payable at the time of making the application for Warrants, which amount will be kept by the Company as a deposit to be adjusted and appropriated against the price of the Equity Shares payable by the Warrant Holder at the time of exercising the option;
- ii. The Warrant Holder shall pay the balance 75% of the issue price at the time of exercising the option to convert the warrants into equivalent number of equity shares in one of more tranches but not later than 18 months from the date of allotment of such convertible warrants;

- iii. In the event the Warrant Holder does not exercise the option of conversion within 18 months from the date of allotment of Warrants, the Warrants shall lapse and the deposit of 25% as indicated in point (i) above shall be forfeited by the Company;
- iv. The issue of the Warrants arising from the exercise of the option under the Warrants in the manner aforesaid, shall be governed by the respective provisions of the Companies Act, 2013, the Memorandum & Articles of Association of the Company and also the Guidelines/Regulations issued by SEBI or any other authority as the case may be, or any modifications thereof;
- v. Each convertible warrant shall be convertible into one (1) equity share of face value of Rs. 10/- per share;
- vi. The equity shares allotted, upon conversion of convertible warrants to be issued on preferential basis to above allottees, shall be locked in for the period as prescribed under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018;
- vii. The equity shares allotted, upon conversion of convertible warrants shall be listed on BSE Limited.

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations, the “Relevant Date” for the purpose of calculating the floor price for the issue of Warrants of the Company is determined to be Thursday, January 29, 2026, the date 30 (thirty) days prior to the date of closure of voting process through Postal Ballot i.e. February 28, 2026, to approve this offer;

RESOLVED FURTHER THAT the Convertible Warrants to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the equity shares issued upon conversion of the said warrants shall rank pari-passu with the existing equity shares of the Company in all respects.

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from CS Deepak Rane, Practicing Company Secretary (Membership No. 24110 CP No. 8717) certifying that the above issue of Warrants convertible into equivalent number of Equity Shares of the Company is being made in accordance with the ICDR Regulations.

RESOLVED FURTHER THAT the monies received by the Company from the Subscribers for application of the Convertible Warrants pursuant to this private placement shall be kept by the Company in a separate bank account opened by the Company and shall be utilized by the Company in accordance with Section 42 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the offer, issue, allotment of the Convertible Warrants and issue of Equity Shares of the Company upon the conversion of such warrants, any board of directors of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Convertible Warrants, as may be required, issuing clarifications on the issue and allotment of the Convertible Warrants, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Convertible Warrants and as the Board may in its absolute discretion deem fit and proper in the

best interest of the Company without being required to seek any further consent or approval of the members or otherwise.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memorandum, documents, etc. with such agencies, as may be required and as permitted by law.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.”

**By Order of the Board of Directors of
Rose Merc Limited**

**Sd/-
Vaishali Parkar Kumar
Executive Director
DIN: 09159108**

Registered Office:

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

CIN: L93190MH1985PLC035078

Email: info@rosemmerc.in

Website: www.rosemmerc.in

Place: Mumbai,

Date: 29/01/2026

NOTES:

1. **The explanatory statement pursuant to the provisions of Section 102 and Section 110 of the Companies Act, 2013 and other applicable legal provisions, setting out material facts and reasons in relation to the special business set out in the notice above is annexed hereto.**
2. The Company would be sending this Postal Ballot Notice to all the members whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories as on ("Cut-off Date"). The Postal Ballot notice will also be sent through e-mail to all the Members, as on the cut-off date, who have registered their e-mail addresses with the Company/DepositoryParticipant("DP").
3. As permitted under the MCA Circulars, the Company is sending the Notice electronically to all the members whose e-mail addresses are registered with the Company or with the depositories/depository participants or with the Company's Registrar and Share Transfer Agent, and will not be sending the hard copy of the Notice along with postal ballot form and postage prepaid self-addressed business reply envelope to the members whose email address are not registered. To facilitate such members to receive this Notice electronically and cast their vote electronically, members who have not registered their email addresses with the Company can now register the same by sending an e-mail at info@rosemerc.in. Members holding shares in demat form are requested to register their e-mail addresses with their respective depository participant(s) only.
4. Members holding shares in physical form and who have not yet registered their e-mail addresses are requested to register the same with the Company by sending an e-mail to info@rosemerc.in. Members holding shares in electronic form are requested to get their e-mail addresses registered with their respective DP. Thereafter, the Company would endeavour to send the Postal Ballot Notice to such Members to enable them to cast their vote through e-voting.
5. A copy of this Postal Ballot Notice also be available on the Company's website www.rosemerc.in, website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and is also available on the website of NSDL (agency for providing the remote e-voting facility) i.e. and www.evoting.nsdl.com.
6. All members are requested to cast their votes only through remote e-voting as per the procedure.
7. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date.
8. The Remote E-voting period will commence on Friday, January 30, 2026, at 9:00 a.m. (IST) and will end on Saturday, February 28, 2026, at 5.00 p.m. (IST). During the said period, shareholders of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.
9. Inspection of Documents: During the e-voting period, all documents referred to in this Notice and other relevant documents would be available for inspection by the Members at the

Registered Office of the Company on all working days except Saturdays, Sundays and National Holidays between 10:00 a.m. (IST) and 5:00 p.m. (IST).

10. Members are requested to carefully read the instructions mentioned in the Postal Ballot Notice. Vote shall be casted by Members on or before Saturday, February 28, 2026, at 5.00 p.m. (IST). Any response received from the Members after that shall be treated as if no response is received in terms of Rule 22(12) of the Management Rules.
11. Voting by e-voting, can be exercised only by the member or its duly constituted attorney or in case of body corporates, by the duly authorised person. A member cannot exercise his vote by proxy on postal ballot.
12. The resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at a duly convened general meeting of the members.
13. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date of e-voting i.e., Saturday, February 28, 2026.
14. Any member who did not receive the Notice may either send an email to info@rosemerc.in.
15. Procedure for registration of e-mail address by shareholders:-

Members holding shares in Physical mode, who have not registered their e-mail address with the company, may get their e-mail addresses registered with MUFG Intime India Private Limited. (Formally Link Intime India Pvt. Ltd.) (Registrar & Share Transfer Agent - RTA) by clicking on https://web.in.mpms.mufig.com/EmailReg/Email_Register.html in their web site www.mpms.mufig.com at the Investor Services tab by choosing the E mail / Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number, and e mail id and also upload the image of share certificate in PDF or JPEG format (upto 1 MB). In case of any query, a member may send an email to RTA at rnt.helpdesk@linkintime.co.in

Members holding shares in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with RTA by clicking the link: https://web.in.mpms.mufig.com/EmailReg/Email_Register.html in their web site www.mpms.mufig.com at the Investor Services tab by choosing the E-mail Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to RTA at rnt.helpdesk@linkintime.co.in. For permanent registration of email address for members holding shares in Demat mode, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

The Members must read the detailed procedure on electronic voting provided below:

Pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act read with Rules 20 and 22 of the Management Rules, Regulation 44 of the Listing Regulations, MCA Circulars and SEBI Circulars, and any other applicable provisions, if

any, the Company has extended remote e-voting facility to enable the members to cast their votes electronically through the remote e-voting services provided by NSDL.

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

Commencement of remote e-voting	Friday, January 30, 2026, at 9:00 A.M (IST)
End of remote e-voting	Saturday, February 28, 2026, at 5.00 P.M (IST)

The remote e-voting module shall be disabled by NSDL for voting at 5:00 pm (IST) on Saturday, February 28, 2026. Once the vote on the resolution is cast by a member, he or she will not be allowed to change it subsequently.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to

- e-Voting”** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
3. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select **“Register Online for IDeAS Portal”** or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
 5. Shareholders/Members can also download NSDL Mobile App **“NSDL Speede”** facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service

	<p>Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email

ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csdeepakrane@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Prajakta, Assistant Manager at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@rosemmerc.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to info@rosemmerc.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**By Order of the Board of Directors of
Rose Merc Limited**

**Sd/-
Vaishali Parkar Kumar
Executive Director
DIN: 09159108**

Registered Office:

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

CIN: L93190MH1985PLC035078

Email: info@rosemmerc.in

Website: www.rosemmerc.in

Place: Mumbai,

Date: 29/01/2026

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

Item No. 1:

Ms. Eshwari Purvesh Shelatkar (DIN: 10973309) has been appointed by the Board as an Additional Director (Executive) w.e.f. 20th January, 2026 to hold the office till the ensuing General Meeting, subject to the approval of shareholders. Hence, she is required to be regularized at this Meeting.

Ms. Eshwari Purvesh Shelatkar (DIN: 10973309) satisfies all the applicable conditions of the Act & she is not disqualified from being appointed as director in terms of Section 164 of the Act.

Ms. Eshwari Purvesh Shelatkar (DIN: 10973309) is not debarred from holding the office of Director, pursuant to any SEBI order or any other such authority.

The appointee shall devote her time and attention to the business activities of the Company and carry out such duties as may be entrusted to her by the Board, and exercise such powers as may be assigned to her, subject to the superintendence, control and directions of the Board, in connection with and in the best interests of the Company.

Brief Profile of Ms. Eshwari Purvesh Shelatkar (DIN: 10973309) is mentioned in **Annexure I.**

Both the Nomination and Remuneration Committee and the Board were of the opinion, after evaluation of her qualifications, experience and other attributes, that her induction on the Board would be of immense benefit to the Company and it is desirable to avail her services as a Director to strengthen the management of the Company.

Broad particulars of the terms of appointment and remuneration payable to Ms. Eshwari Purvesh Shelatkar, are as under:

- | | |
|-------------------|---|
| 1. Basic Salary | 4,20,000 per annum |
| 2. Insurance | As per the rules of the Company. |
| 3. Leave | Leave with full pay and allowance as per the rules of the Company |
| 4. Provident Fund | Contribution to Provident Fund/Annuity Fund/Superannuation Fund or Allowance as per rules of the Company. |
| 5. Gratuity | Gratuity in accordance with the rules of the Company. |

The Board of Directors of the Company, therefore, recommends passing of the resolution as set out in Item No. 1 of the Notice above by way of Ordinary resolution.

Except Ms. Eshwari Purvesh Shelatkar (DIN: 10973309) and Mr. Purvesh Krishna Shelatkar (DIN: 09838204), Executive Director of the Company, none of the other Directors and Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested in the said resolution.

Item No. 2:

Your Board has to consider from time-to-time proposals for diversification into areas which would be profitable for the Company as part of diversification Plans. For this purpose, the object Clause of the Company, which is presently restricted in scope, requires it to be comprehensive so as to cover a wide range of activities to enable your Company to consider embarking upon new projects and activities.

The alteration in the Objects Clause of the Memorandum of Association as set out in the Resolution is to facilitate diversification. This will enable the company to enlarge the area of operations and carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the company.

In view of the said requirements existing Main Object Clause 5 of the Memorandum of Association be shifted to the Other Object Clause 1 and the existing Other Object Clause 1 of the Memorandum of Association be shifted and redesignated as Main Object Clause 5 of the Memorandum of Association of the Company. The Board of Directors at its meeting held on January 29, 2026 has approved the aforesaid proposal of amendment of Main Objects Clause of the Company and recommends to the shareholders of the Company for their consideration and approval and after approval from the competent authorities the Company will commence such activities, which is going to benefit for the business purpose of the Company.

Pursuant to Section 4 and Section 13 and other applicable provisions of the Act, any alteration to the Object Clause of the MoA of the Company requires approval of the Members by passing Special Resolution.

A copy of the MoA of the Company together with the proposed alterations is available for inspection by the Members at the Company's registered office during business hours on all working days from the date of dispatch of this Postal Ballot Notice up to Friday, January 29, 2026.

Further, the amended copies of the MoA can be made available to the members concerned on demand for the purpose of verification by members. The Board recommends the resolution set out at Item No. 2 of this Notice to the Members for their consideration and approval by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested financially or otherwise in the proposed resolution.

Item No. 3:

Pursuant to the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting convened on 20th January, 2026, had ratified the loans advanced by Emirates Holding FZ LLC ("**Emirates**") to Mohammed Hanif Shaikh, its promoter ("**Promoter**"), in tranches, aggregating to INR 9,15,86,040 (Rupees Nine Crore Fifteen Lakh Eighty-Six Thousand Forty only), on terms and conditions agreed between Emirates and its Promoter.

The shareholders have been informed that on and from March 27, 2025, Emirates has become a Board controlled subsidiary of the Company by virtue of acquiring 30.07% shares of Emirates by the Company and appointing majority nominee directors of the Company on the Board of directors of Emirates.

Based on the perusal of the quarterly financial statements of the Emirates Holding FZ LLC, a Board controlled subsidiary of the Company ("**Emirates**"), it has been observed by the Audit Committee that Emirates has advanced to Mohammed Hanif Shaikh, its promoter ("**Promoter**"), loans, in tranches, aggregating to 9,15,86,040 (Rupees Nine Crore Fifteen Lakh Eighty-Six Thousand Forty only), on terms and conditions agreed between Emirates and its Promoter. The loans have been advanced by Emirates to its Promoter from the business income and internal accruals of Emirates.

Considering that the definition of the related party transaction under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the circulars, directions and other guidelines prescribed thereunder ("**SEBI LODR Regulations**") is very wide, the Loans extended by Emirates, being a Board controlled subsidiary of the Company, to its Promoter may be construed to be related party transactions for the purpose of the SEBI (LODR) Regulations, 2015.

The omnibus approval was granted by the audit committee in the beginning of this financial year, on Friday, June 27, 2025 including in relation to the related party transactions that may be undertaken during the current financial year but which could not have been then foreseen by the Audit Committee.

In view of the aforesaid and pursuant to the Regulation 23 of the SEBI (LODR) Regulations, 2015, the Audit Committee had reviewed the Loans as part of the related party transactions and ratified the Loans within a period of three months, in relation to the Loans granted by Emirates to its Promoter during the first quarter of this financial year.

Further, it is pertinent to note that in terms of Regulations 23(1) read with Regulations 23(4) of the SEBI (LODR) Regulations, a transaction is considered a material related party transaction if the value of transaction either singly or taken together with other transactions in a financial year exceeds 10% of the annual consolidated turnover of a listed entity. It has been observed by the Audit Committee that the loans advanced by Emirates to its Promoters as per the financial statements of Emirates as on 14th November, 2025 have exceeded 10% of the annual consolidated turnover of the Company as per the date of the last audited financial statements.

Accordingly, the members of the audit committee of the Company, at their meetings held on 20th January, 2026 and the Board of Directors of the Company at its meeting held on 20th January, 2026, subject to the approval of the members, approved the loans to be advanced by Emirates to its Promoters in tranches, exceeding the limit of 10% of the annual consolidated turnover of the Company subject to a maximum amount of Rs. 20,00,00,000 (Rupees Twenty Crores only) on terms and conditions agreed between Emirates and its Promoter.

In view of the aforesaid, the approval of the shareholders of the Company is being sought, by way of an ordinary resolution, for ratifying the previous loans granted by Emirates to its Promoters and approving the loans to be advanced by Emirates to its Promoters in tranches, upto a maximum aggregate amount of Rs. 20,00,00,000 (Rupees Twenty Crore only), on such terms and conditions as mutually agreed between Emirates and its Promoter.

Item No. 4:

The Board of Directors, at its meeting held on 29 October, 2025 and 29 January, 2026, has proposed to grant an inter-corporate loan to Navi Mumbai Premier League Private Limited (NMPL), a related party and board-controlled subsidiary, so that the total outstanding loan from the Company to NMPL does not exceed ₹8,00,00,000 (Rupees Eight Crores only).

Earlier, the Company had approved to grant a loan of ₹3,00,00,000 (Rupees Three Crores only) to NMPL. At that time, shareholder approval was not required as the loan amount was below the threshold specified under SEBI LODR Regulations (10% of annual consolidated turnover).

The present proposal seeks shareholder approval for the balance and total loan, which now exceeds the threshold, to further support NMPL's general corporate purposes, working capital requirements, and event-management-related expenses.

Pursuant to Regulation 23 of SEBI LODR Regulations, any transaction with a related party exceeding 10% of the Company's annual consolidated turnover is considered a material related party transaction and requires approval of the shareholders by way of ordinary resolution.

The Audit Committee at their respective meeting held on 27 October, 2025 and 29 January, 2026 has reviewed the proposed loan and recommended it to the Board. The Board considers that granting this loan is in the best interest of the Company and its stakeholders.

None of the Directors, Key Managerial Personnel, or their relatives, except as may be considered related parties, are concerned or interested in the resolution.

The details of such related party transactions is mentioned in **Annexure II.**

Item No. 5:

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 29 January, 2026, has approve change in designation of Ms. Vaishali Parkar Kumar as Managing Director & Chief Financial Officer of the Company, from the present position of Whole-time Director & Chief Financial Officer of the Company, not liable to retire by rotation, for a period of her remaining term i.e. upto October 15, 2028.

Ms. Vaishali Parkar Kumar holds a Master's Degree in Finance from Mumbai University. She is a multi – disciplined professional with over 18 years of experience in the field of Investments and Equity Research specializing across multiple sectors.

In terms of the applicable provisions of the Companies Act, 2013 ("Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), it is proposed to seek approval of the Members for appointment and remuneration payable to Ms. Vaishali Parkar Kumar, as a Managing Director of the Company

Ms. Vaishali Parkar Kumar satisfies all the conditions set-out in Section 196(3) read with Part-I of Schedule V to the Act and is eligible for the change in designation. The remuneration proposed to be paid to Ms. Vaishali Parkar Kumar is as per the Remuneration Policy of the Company. Ms. Vaishali Parkar Kumar has given her consent to act as a Director and a declaration to the effect that she is not disqualified to act as a Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

The composition of the Board of the Company post induction of Ms. Vaishali Parkar Kumar, if approved by the Members, will continue to be in compliance with the requirements of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the Act. The proposed appointment is in line with the policy on appointment of Directors and Senior Management and Policy on remuneration of Directors of the Company. Her Directorship/ Committee memberships are within the statutorily permitted limits.

Broad particulars of the terms of appointment and remuneration payable to Ms. Vaishali Parkar Kumar, are as under:

- | | |
|-----------------|---|
| 1. Basic Salary | 6,00,000 per annum |
| 2. Insurance | As per the rules of the Company. |
| 3. Leave | Leave with full pay and allowance as per the rules of the Company |

4. Provident Fund Contribution to Provident Fund/Annuity Fund/Superannuation Fund or Allowance as per rules of the Company.
5. Gratuity Gratuity in accordance with the rules of the Company.

Details about Ms. Vaishali Parkar Kumar pursuant to the provisions of the SEBI Listing Regulations and the Act (including Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India) are annexed as **Annexure III.**

None of the Directors or Key Managerial Personnel of the Company, except Ms. Vaishali Parkar Kumar, is concerned or interested in this resolution.

Item No. 6:

The present Authorized Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crore) comprising of 2,00,00,000 (Two Crore) Equity Shares of Rs.10/- each. The Board, at its meeting held on January 29, 2026. In this regard, the Board, at the same meeting, has also accorded its approval for increasing the Authorized Share Capital from Rs. 20,00,00,000 (Rupees Twenty Crore) to Rs. 25,00,00,000/- (Rupees Twenty-Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each, by way of creation of additional 50,00,000 (Fifty Lakhs) Equity Shares of Rs 10/- (Rupees Ten Only) each ranking pari passu in all respect with the existing equity shares of the company as per the Memorandum of Association of the Company, subject to shareholders approval.

Pursuant to the provisions of Section 61 of the Companies Act, 2013, approval of the Members is required for increasing the Authorized Share Capital of the Company and alteration in the Memorandum of Association of the Company. Accordingly, the Board recommends the Ordinary resolution set out at Item No. 6 seeking approval of the Members for increasing the Authorized Share Capital of the Company and consequential amendment to the Memorandum of Association to be passed as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolutions.

Item No. 7:

In this era of globalisation and competition, it is important for the organisation to maintain and improve its employees' performance to ensure the progress and competitiveness. The Company believes that to attract skilled employees and to improve performance of the employees, it is essential to motivate them as it brings in higher productivity and energy to achieve other organisational goals. This has necessitated in bringing out a meaningful reward strategy for attraction of new talents and retention of both existing and new critical resources instrumental for sustained corporate growth.

The Company believes that equity-based compensation schemes are effective tools to motivate and reward the talents working exclusively with the Company. With a view to achieve the aforesaid objectives, to create an employee co-ownership and to encourage them in aligning their individual goals with that of the Company, the Company has implemented an employee stock option scheme, namely, 'RML Employee Stock Option 2024' ("RML ESOP- 2024") seeking to cover eligible employees of the Company.

As per the provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations"), the Company seeks your approval for grant of the Options to:

(1) Ms. Qazi Gulshan Banu, Vice President at Emirates Holding FZ LLC, a subsidiary of Rose Merc Limited to the maximum extent of 10,00,000 (Ten Lakh) Employee Stock Options (hereinafter referred to as the "Options"), in one or more tranches, during the Financial Year 2025-2026, which exceeds 1% of the issued share capital of the Company ; and

The main features of the Plan are as under:

a) Brief description of the Plan

The Company has to introduce the RML ESOP– 2024 with a view to attract, retain, incentivise and motivate employees and directors of the Company.

The Plan contemplates grant of employee stock options ("Options") to an identified list of employees (herein after referred to as "eligible employees"), in due compliance of SEBI SBEB Regulations. After vesting, the eligible employees earn a right (but not obligation) to exercise the vested Options within the predefined exercise period.

The Compensation Committee administers the Plan. All questions of interpretation of the Plan is determined by the Compensation Committee and such determination shall be final and binding upon all the persons having an interest in the Plan. The Company shall issue equity shares upon exercise subject to payment of exercise price and satisfaction of consequential tax obligations.

The Company shall have the right to deduct from the Option grantee's salary or recover any of the Option grantee's tax obligations arising in connection with the transactions in respect of the Options or Shares acquired upon the exercise thereof.

b) Total number of options to be offered and granted:

The total number of Options to be granted under RML ESOP– 2024 does not exceed 10,00,000 (Ten Lakhs) Employee Stock Options convertible in to not more than 10,00,000 (Ten Lakhs) Equity Shares having a face value of Rs.10/- (Rupees Ten Only) each fully paid up, with each such Option conferring a right upon the employee to be issued one Share of the Company, in accordance with the terms and conditions of such issue.

c) Under the RML ESOP– 2024, The Compensation Committee and the Board of Directors the Company ("Board") at their respective meetings held on December 12, 2025 have approved the below mentioned grants of options subject to approval of the shareholders.

(1) Ms. Qazi Gulshan Banu, Vice President at Emirates Holding FZ LLC, a subsidiary of Rose Merc Limited to the maximum extent of 10,00,000 (Ten Lakh) Employee Stock Options (hereinafter referred to as the "Options"), in one or more tranches, during the Financial Year 2025-2026, which exceeds 1% of the issued share capital of the Company; and

The SEBI SBEB Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, split of Shares and consolidation of Shares, merger & amalgamation / reconstitution / amalgamation / sell of divisions or otherwise, a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the Compensation Committee shall adjust the number and exercise price of the Options granted in such a manner that the total value of the Options granted under ESOP Plan 2024 remain the same after any such corporate action. Accordingly, if any additional Options are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the ceiling of 10,00,000 (Ten Lakh) shall be deemed to be increased to the extent of such additional Options issued.

The Plan shall continue to be in force until earlier of:

- i. November 30, 2034; or
- ii. The date all the Options reserved under the Plan are granted and exercised; or
- iii. The date of termination, if any, of the Plan.

d) Identification of classes of Employees entitled to participate in Plan be beneficiaries in the scheme

The List of the specific Employees to whom the Stock Options are to be granted and the quantum of the Stock Options to be granted, as approved by the Compensation Committee and the Board of Directors are as under:

(1) Ms. Qazi Gulshan Banu, Vice President at Emirates Holding FZ LLC, a subsidiary of Rose Merc Limited to the maximum extent of 10,00,000 (Ten Lakh) Employee Stock Options (hereinafter referred to as the "Options"), in one or more tranches, during the Financial Year 2025-2026, which exceeds 1% of the issued share capital of the Company; and

e) Requirements of vesting and period of vesting:

100% of the Options granted under the Plan would vest at the completion of the Period of 1 (One) year from the date of grant of such Options.

Options granted would vest essentially on the basis of continuation of employment / service as on relevant date of vesting as a pre-requisite condition, provided that the eligible Employee is not under any notice of resignation or termination.

In case of death and permanent incapacity of an eligible Employee in employment or service, condition of minimum vesting period of 1 (One) year shall not apply, in which case all the Options granted up to the death or permanent incapacity, as the case may be, shall vest as on date of such event.

f) Maximum period within which the Options shall be vested

Options granted under the Plan would vest at the completion of the Period of 1 (One) year from the date of grant of such Options

g) Exercise price or pricing formula:

The exercise price shall be determined on the date of the grant as may be decided by the Compensation Committee at its discretion from time to time. However, the Exercise Price shall not be less than the face value of the Shares. The exercise period would commence from the date of vesting and will expire on completion of four (Four) year from the date of respective vesting or such other period as may be decided by the Compensation Committee, from time to time.

h) Appraisal process for determining the eligibility of Employees under Plan:

Only the Employees within the meaning of this Plan are eligible for being granted Stock Options under ESOP 2024 depending upon the designation and the appraisal / assessment process. The list of identified employees to whom the stock options be granted and the quantum of the stock options is approved by the Compensation Committee as mentioned in point no.(c) herein above.

i) Maximum number of options to be issued per employee and in aggregate:

The maximum number of Options that shall be granted to each Employee shall vary depending upon the designation and the appraisal / assessment process, however shall not exceed 15,00,000

(Fifteen Lakhs) Options per eligible Employee, however the Compensation Committee reserves the right to decide the number of Options to be granted and the maximum number of Options that can be granted to each employee within this ceiling.

j) Maximum quantum of benefits to be provided per employee under the Plan:

No benefit other than by way of grant of Options is envisaged under the Plan

k) Whether the Scheme is to be implemented and administered directly by the company or through a trust:

The Plan is implemented and administered directly by Company.

l) Whether the scheme involves new issue of shares by the company or secondary acquisition by the trust or both:

RML ESOP– 2024 envisages issue of primary shares against exercise of vested Options

m) Amount of loan to be provided for implementation of the scheme by the Company to the trust, its tenure, utilisation, repayment terms, etc.:

This is currently not contemplated under the present Plan.

n) Maximum percentage of secondary acquisition:

RML ESOP– 2024 envisages issue of primary shares and there is no contemplation of secondary acquisition.

o) Accounting and Disclosure Policies:

The Company shall follow the laws / regulations applicable to accounting and disclosure related to Employee Stock Options and Accounting Standard IND AS 102 on Share based payments and / or any relevant Accounting Standards as may be prescribed by the competent authorities from time to time, including the disclosure requirements prescribed therein in due compliance with the requirements of Regulation 15 of the SEBI SBEB Regulations.

p) Method of Option valuation:

The Company shall adopt 'fair value method' for valuation of the Options as prescribed under guidance note or under any relevant accounting standard notified by the appropriate authorities from time to time.

q) Declaration:

As the company is adopting fair value method, there is no requirement to compute the difference between intrinsic value and face value. Therefore, there is no requirement for disclosure in Directors' report. Further, in case the Company opts for expensing of share based employee benefits using the intrinsic value method, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognised if it had used the fair value, shall be disclosed in the Directors' Report and the impact of this difference on profits and on earnings per share ("EPS") of the Company shall also be disclosed in the Directors' Report.

r) Period of lock-in:

The Shares issued upon exercise of the Options shall be freely transferable and shall not be subject to any lock-in period restriction after such allotment and credit to the respective demat account; however the same shall be subject to such restrictions as may be prescribed under applicable laws

including the Company's Code of Conduct for prevention of Insider Trading, to regulate, monitor and report trading by insiders, under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended.

s) Terms and conditions for buyback, if any, of specified securities covered granted under the Plan:

Subject to the provisions of the prevailing applicable laws, the Compensation Committee shall determine the procedure for buy-back of the Options granted under the Plan if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

On the Recommendation of the Compensation Committee & Board of Directors, the consent of the shareholders is being sought pursuant grant of Options to identified employees, during the Financial Year 2025-2026, which exceeds 1% of the issued share capital of the Company.

In light of above, you are requested to accord your approval to the Special Resolutions as set out at Item No. 7 of the accompanying Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financial or otherwise, in the said resolution, except to the extent of their shareholding in the Company.

Item No.8

To expand the business operations and to meet the increased fund requirements of the Company, the Board of Directors at their meeting held on December 12, 2025, January 20, 2026 and January 29, 2026 has considered and approved (subject to the approval of the members of the Company and such other approvals as may be required) the proposal for raising funds by way of issuance of Equity Shares on a preferential basis to Promoter and Non-Promoters as mentioned in the resolution no. 8.

Since our Company is a listed Company, the proposed Preferential Issue is being undertaken in compliance with the provisions of the SEBI (ICDR) Regulations 2018 (as amended), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (as amended), and other applicable provisions, if any, and Sections 42 and 62(1) of the Companies Act, 2013, read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014.

The information as required under SEBI (ICDR) Regulations 2018 and as per the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are given below:

As per Section 42, 62, and 108 of the Companies Act, 2013, approval of shareholders passed through E-Voting is required for Issue of Equity Shares on preferential basis and hence the resolution is placed before the shareholders. In terms of the provisions of the Companies Act, 2013 and as per Regulation 163 and other applicable regulation of Chapter V – Preferential Issue of SEBI ICDR Regulations, the required disclosures regarding proposed issue are as under: -

1. Object(s) of the Issue and particulars of the offer:

Our Company has proposed to raise a sum of Rs. 35,15,12,100/- through the proposed preferential issue. The said funds are proposed to be utilized as follows:

(Amount in Rupees)		
Sr. No.	Utilization Head	Estimated Amount
1	Payment of balance purchase consideration towards acquisition of strategic holding in Emirates Holding FZE LLC (Fujairah, UAE)	22,11,82,500.00
2	Acquisition of land parcel at village Lohagad in the state of Maharashtra, India	8,00,00,000.00
3	Acquisition of Bungalow at village Lonavala in the state of Maharashtra, India	1,30,00,000.00
4	Loan / Advance to subsidiary - Navi Mumbai Premier League Private Limited ('NMPLPL') for conducting Season 4 of Cricket League Matches	2,50,00,000.00
5	General Corporate Purpose and other miscellaneous expenses (Note 1)	1,23,29,600.00
	Total	35,15,12,100.00

Notes:

1. The above objects are proposed to be financed from the proceeds proposed to be raised from the proposed issue of equity warrants (convertible into equity shares) on preferential basis. The amount utilized for General Corporate Purposes shall not exceed 25% of the Gross Proceeds of the Issue, in accordance with the SEBI ICDR Regulations.
2. The above-mentioned funds shall be utilized within a period of one year from the date of receipt of the subscription amount.

Details of the Objects of the Issue

The details of each Object of the Issue are outlined below:

(1) Payment of purchase consideration towards acquisition of strategic holding in Emirates Holding FZE LLC (Fujairah, UAE)

Our Company had upon receipt of its Board approval in the its meeting held on December 12, 2025, executed an non-binding Letter of Intent for acquisition of 30% holding in Emirates Holding FZE LLC (Fujairah, UAE). Pursuant to the said agreement, our Company had to pay sum of AED 1,08,69,540.00. Our Company has already made a payment of AED 2022240. The balance payment of AED 8847300 equivalent to Rs. 22,11,82,500.00 (at a conversion rate of AED 1 = Rs. 25) is proposed to be paid from the proceeds of this preferential issue.

(2) Acquisition of land parcel at village Lohagad in the state of Maharashtra, India

Our Company has planned to venture into real estate activities. For this it has proposed to amend the main objects stated in the Memorandum of Association of our Company. It has signed a Letter of Intent for acquisition of 1.20 hectares of land at Survey No. 167 of Village, Lohagad, Taluka – Maval, District – Pune, Maharashtra, India. Our Company shall undertake development services of apartment type villas for sale.

However, it may be noted that the initial phase is acquisition of land which is being proposed to be funded from the proceeds of the proposed preferential issue. An amount of Rs. 8,00,00,000.00 is proposed to be utilized towards the acquisition of said of land parcel at village Lohagad in the state of Maharashtra, India.

(3) Acquisition of Bungalow at village Lonavala in the state of Maharashtra, India

Our Company has planned to venture into real estate activities. It has identified a bungalow in Lonavala which is a very prominent hill station near Mumbai with a very huge footfall. This bungalow will be used for dual purposes, which is as a guest house for Company officials as well as giving to tourists on rental basis over weekends depending upon the need of the Company.

An amount of Rs. 1,30,00,000.00 is proposed to be utilized towards the acquisition of said bungalow at village Lonavala in the state of Maharashtra, India.

(4) Loan / Advance to subsidiary Navi Mumbai Premier League Private Limited ('NMPLPL') for conducting Season 4 of Cricket League Matches

NMPLPL is a subsidiary of our Company and undertakes BCCI approved Cricket League matches in Navi Mumbai zone in the state of Maharashtra. The amount of Rs. 2,50,00,000.00 is proposed to be utilized for the purpose of giving and advance to NMPLPL for conducting this event.

(5) General Corporate Purpose and other miscellaneous expenses

Our Company will be required to various stamp duty towards various activities such as increase in authorized capital of our company acquisition of land parcel in Lohgad and acquisition of bungalow in Lonavala. It will also have to incur expenses towards legal cost, due diligence cost, registration cost, etc. All these costs are proposed to be utilized from the proceeds raised from the proposed preferential issue. Further, our Company will also incur issue related expenses such regulatory fees, professional charges, filing fees, depository charges, etc. for the proposed preferential issue. These issue related expenses are also proposed to be utilized from the proceeds raised from the proposed preferential issue. The balance funds is any will be utilized for meeting exigencies and general corporate requirements, including but not limited to working capital, strategic initiatives, brand building, strengthening of our marketing capabilities, meeting ongoing general administrative expenditures, or any other purpose as may be approved by our Board of Directors, in compliance with the statutory and regulatory provisions. This allocation will help improve our Company's operational flexibility and provide a buffer for contingencies. The payments made / amounts spent under the heading "General Corporate Purpose and other miscellaneous expenses" shall be in compliance with the applicable laws and regulations.

Utilisation Of Funds

The proposed preferential issue envisages issue of equity warrants (convertible into equivalent number of equity share) of the Company. As per the SEBI ICDR Regulations, 2018, a subscriber has to pay atleast 25% of the consideration amount for allotment of the said equity warrants. The balance 75% of the consideration amount can be anytime on or before the completion of 18 months from the date of allotment equity warrants.

In view of the above, it will be observed that the proceeds will be received by our Company in a distributed manner i.e. 25% at the time of subscription and balance 75% at any time on or before the completion of 18 months from the date of allotment equity warrants. Thus, our company proposes utilizing the proceeds within a period of 1(one) year from the end of the period of 18 months from the date of allotment equity warrants.

Interim use of proceeds

Pending the utilization of the proceeds towards the purposes described above, our Company intends to deposit the proceeds in one or more scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934 or to temporarily invest the funds in creditworthy instruments, including money market/mutual funds, as approved by the Board and/or a duly authorized committee of the Board, from time to time, and in accordance with applicable laws.

2. Kind of Securities: Convertible Warrants

3. Maximum number of specified securities to be issued, and the price at which security is being offered:

Our Company intends to issue 39,05,690 Warrants convertible into equivalent number of equity shares of face value Rs.10/- per share.

Thus, based on assumption that all the Warrants will be fully subscribed and converted into equivalent number of equity shares of face value Rs.10/- of the Company within the prescribed tenure, the Company intends to issue a maximum of 39,05,690 equity shares of face value Rs.10/- each as stated above.

4. Amount which the company intends to raise by way of such securities.

Our Company intends to raise Rs. 35,15,12,100/- (Rupees Thirty-Five Crores Fifteen Lakhs Twelve Thousand One Hundred only) through the proposed preferential issue.

5. Intention of promoters / directors / key managerial personnel to subscribe to the offer:

The following persons intend to subscribe in the proposed preferential issue:

Sr. No.	Name of the subscriber	Category / Designation	No. of Warrants subscribed
1	Mr. Kirti Chunilal Savla	Promoter	11,111

2	Mr. Omprakash Singh	Non-Executive Non-Independent Director	60,000
3	Mr. Jaiprakash Brijnath Singh	Relative of Mr. Omprakash Singh who is Non-Executive Non-Independent Director	53,300

Other than the persons named above, none of the remaining Directors or Key Management Personnel have the intention to subscribe to the proposed offer.

6. The shareholding pattern before and after completion of the proposed preferential issue would be as under:-

	CATEGORY	PRE-ISSUE EQUITY (Note *)		POST-ISSUE EQUITY	
		No. of Shares Held	% of Share Holding	No. of Shares Held	% of Share Holding
A	Promoters' holding:				
	Individual	7200	0.12	18311	0.19
	Bodies Corporate				
	Sub Total (A)	7200	0.12	18311	0.19
B	Non-Promoters' holding:				
1	Institutional Investors				
	Institutional Domestic	0	0	0	0
	Institutional Foreign	0	0	0	0
	Sub Total (B)	0	0	0	0
2	Non Institutional Investors				
	Bodies Corporate	752306	12.73	752306	7.63
	Directors and Relatives	552304	9.34	612304	6.21
	Indian Public	3948958	66.81	5795537	58.79
	Others [including HUF, NRI, IEPF Authorities, etc.]	650056	11.00	2680056	27.19
	Sub Total (C)	5903624	99.88	9840203	99.81
	GRAND TOTAL (A+B+C)	5910824	100.00	9858514	100.00

Note 1: The above shareholding pattern has been prepared on the basis of the Benpos data dated January 23, 2026 provided by the Registrar and Share Transfer Agent.

Note 2: The pre issue shareholding percentage is determined considering existing capital of 59,10,824 equity shares plus the following:

- (a) 20,000 equity Shares allotted on November 25, 2025, to the grantees upon exercise of stock options under "RML Employee Stock Option Plan II, 2023" ("RML ESOP II - 2023") for which Listing approval is under process.
- (b) 12,000 equity Shares allotted on November 27, 2025, to the grantees upon exercise of stock options under "RML Employee Stock Option Plan II, 2023" ("RML ESOP II - 2023") for which Listing approval is under process.
- (c) 10,000 equity Shares allotted on January 28, 2026, to the grantees upon exercise of stock options under "RML Employee Stock Option Plan II, 2023" ("RML ESOP II - 2023") for which Listing approval is under process.

7. Proposed time within which the preferential issue shall be completed:

The Company shall complete the allotment of the Convertible Warrants within a period of 15 (fifteen) days from the later of:

- date of the approval of this special resolution; or
- receipt of last of the approval/permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the in-principle approval of the Stock Exchanges for issuance of the securities stated above to the Proposed Allottees).

Further, upon exercise of option to convert the warrant into equity shares by the proposed allottees, the Company shall issue and allot equivalent number of equity shares of the company within fifteen days of such exercise of conversion of warrant.

8. The name of the proposed allottees, the identities of the persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them:

Sr. No.	Details of subscriber	Ultimate beneficial owner of the proposed allottee(s)	Pre-Issue			Proposed Allotment	Post-Issue (Refer Note # below this table)		
			Category	No. of Shares	Percentage holding (%)		Category	No. of Shares	Percentage holding (%)
1	Vibha Bhatnagar	Individual	Non-Promoter	0	0.00	5,00,000	Non-Promoter	5,00,000	5.07
2	Balram Dayaram Datwani	Individual	Non-Promoter	0	0.00	5,00,000	Non-Promoter	5,00,000	5.07
3	Krishna Kumar Vadakkepatte	Individual	Non-Promoter	0	0.00	5,00,000	Non-Promoter	5,00,000	5.07
4	Punam Arora	Individual	Non-Promoter	46,800	0.79	51,000	Non-Promoter	97,800	0.99

5	Vikas Pandurang Kolarkar	Individual	Non-Promoter	0	0.00	50,000	Non-Promoter	50,000	0.51
6	Sachin Deshpande	Individual	Non-Promoter	42,126	0.71	1,27,778	Non-Promoter	1,69,904	1.72
7	Salil Divakar Deshpande	Individual	Non-Promoter	0	0.00	83,333	Non-Promoter	83,333	0.85
8	Dipali Dattatray Jadhav	Individual	Non-Promoter	0	0.00	17,250	Non-Promoter	17,250	0.17
9	Tanveer Singh Ahuja	Individual	Non-Promoter	0	0.00	1,11,000	Non-Promoter	1,11,000	1.13
10	Poonam Sachin Gaikwad	Individual	Non-Promoter	0	0.00	750	Non-Promoter	750	0.01
11	Kshitij Shankar Patil	Individual	Non-Promoter	0	0.00	1,000	Non-Promoter	1,000	0.01
12	Samindar Shankar Jadhav	Individual	Non-Promoter	0	0.00	1,000	Non-Promoter	1,000	0.01
13	Niti Trivedi	Individual	Non-Promoter	0	0.00	8,33,334	Non-Promoter	8,33,334	8.45
14	Amitkumar Yogendra Singh	Individual	Non-Promoter	0	0.00	8,33,334	Non-Promoter	8,33,334	8.45
15	Omprakash Singh	Individual	Non-Promoter	0	0.00	60,000	Non-Promoter	60,000	0.61
16	Jaiprakash Brijnath Singh	Individual	Non-Promoter	0	0.00	53,300	Non-Promoter	53,300	0.54
17	Kavita Deshpande	Individual	Non-Promoter	0	0.00	50000	Non-Promoter	50000	0.51
18	Vedika Thakur	Individual	Non-Promoter	0	0.00	40000	Non-Promoter	40000	0.41
19	Bharat Ramdas Karnik	Individual	Non-Promoter	0	0.00	500	Non-Promoter	500	0.01
20	Rajesh Dilip More	Individual	Non-Promoter	0	0.00	250	Non-Promoter	250	0.00
21	Sunil K Gawad	Individual	Non-Promoter	0	0.00	250	Non-Promoter	250	0.00
22	Siddharth Pramod Bhatkar	Individual	Non-Promoter	0	0.00	250	Non-Promoter	250	0.00
23	Ravindra Harehwar Churi	Individual	Non-Promoter	0	0.00	250	Non-Promoter	500	0.00
24	Vikas Kamlakar Phadnis	Individual	Non-Promoter	0	0.00	50,000	Non-Promoter	50,000	0.51

25	Kirti Chunilal Savla	Individual	Promoter	7,200	0.12	11,111	Promoter	18,311	0.19
26	Vijay Acharya	Individual	Non-Promoter	0	0.00	30,000	Non-Promoter	30,000	0.30
	Total			96,126		39,05,690		40,01,816	40.59

Note #: Please refer “Note \$” to Table under the heading “Item 5. The shareholding pattern before and after completion of the proposed preferential issue would be as under” above.

9. In terms of SEBI (ICDR) Regulations, 2018, the Company hereby undertakes that:

- i. In case of convertible warrants, the respective proposed allottees have to pay an amount equivalent to 25% of the offer price of the Equity Warrants at the time of making the application for convertible warrants, which amount will be kept by the Company as a deposit to be adjusted and appropriated against the price of the convertible warrants payable by the subscribers of convertible warrants at the time of exercising the option;
- ii. The balance 75% of the offer price shall be payable at the time of exercise of option to convert the Equity Warrants into equity shares of face value Rs.10/- per share of the Company;
- iii. Each Equity Warrants shall be convertible into one (1) equity share of face value of Rs.10/- per share;
- iv. The equity shares allotted, upon Equity Warrants to be issued on preferential basis to above allottee, shall be locked in for the period as prescribed under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018;
- v. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the underlying Equity Shares shall continue to be locked- in till the time such amount is paid by the proposed allottees; and
- vi. The issue of the Equity Warrants arising from the exercise of the option under the Warrants in the manner aforesaid, shall be governed by the respective provisions of the Companies Act, 2013, the Memorandum & Articles of Association of the Company and also the Guidelines/Regulations issued by SEBI or any other authority as the case may be, or any modifications thereof.

10. Wilful Defaulter or Fraudulent Borrower:

Neither the issuer nor any of its promoters or directors are wilful defaulters or fraudulent borrowers.

11. Pricing of Preferential Issue:

The Board has fixed the price of Rs 90/- (Rupees Ninety only) per equity share as the issue price. This is higher than the price determined in terms of Regulation 164(1) of the ICDR Regulations. The pricing certificate is issued by CS Deepak Rane, Practicing Company Secretary (Membership No. 24110 CP No. 8717), having their office at A/616, Trimurttkrupa CHS., Eksar Road, Borivali west Mumbai 400091 and the Valuation Report has been issued by IBBI Registered Valuer Mr. Bhavesh M. Rathod, Chartered Accountants Registered Valuer – SFA, IBBI registration no. IBBI/RV/06/2019/10708 having office at Office No. 515, 5th Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali East, Mumbai- 400101, Maharashtra. Both certificates are available on website of the company at www.rosemerc.in.

Both the said certificates shall also be available for inspection at the registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M.

Basis on which the price would be arrived at:

The Equity Shares of the Company are listed on BSE Limited ("Stock Exchanges"). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and the same has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

In terms of the applicable provisions of the Chapter V of SEBI (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022, the minimum price for the preferential issue of each equity shares to be issued shall be a price, being higher of the following:

- i. Average of 90 trading days of volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date is Rs. 69.44
- or
- ii. Average of 10 trading days of volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date is Rs. 79.80

In terms of Regulation 166A of SEBI (ICDR) Regulations, the Company has obtained valuation report from the IBBI Registered Valuer Mr. Bhavesh M. Rathod, Chartered Accountants Registered Valuer – SFA, IBBI registration no. IBBI/RV/06/2019/10708 having office at Office No. 515, 5th Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali East, Mumbai, Maharashtra – 400101. who has determined the valuer per equity share of the Company at Rs. 86.50. The valuation report is displayed on the website of the company at the www.rosemerc.in.

Further, the pricing certificate is issued by CS Deepak Rane, Practicing Company Secretary (Membership No. 24110 CP No. 8717), having their office at A/616, Trimurttkrupa CHS., Eksar Road, Borivali west Mumbai 400091. who has undertaken the exercise of determining the pricing of the equity shares of the Company for issuance of equity shares through preferential allotment, has determined the floor price per equity share of the Company at Rs. 79.80. The pricing certificate is displayed on the website of the company at the www.rosemerc.in.

The Board has fixed the floor price as Rs. 90/- per warrant (including premium of Rs. 80/- per share) and the said price fixed by the Board is higher than the above prices determined in terms Regulations 164 read with Regulations 166A of SEBI ICDR Regulation and other applicable provisions.

The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable

12. Relevant Date

In terms of the provisions of Chapter V of the ICDR Regulations, relevant date for determining the floor price for this Preferential Allotment of equity shares and warrants of the Company is determined to be Thursday, January 29, 2026, the date 30 (thirty) days prior to the date of closure of voting process through Postal Ballot i.e. February 28, 2026, to approve this offer;

13. Change in control if any consequent to preferential issue

The existing Promoters of the Company will continue to be in control of the Company and there will be no change in the management or control of the Company as a result of the proposed preferential issue.

14. Listing of the proposed shares:

The Company shall make an application to BSE Limited for listing and trading approvals for the Equity Shares to be issued and allotted upon exercise of the Warrants by the Warrant Holders, in accordance with the SEBI Listing Regulations and all other applicable laws.

15. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

Sr. No.	Name of the Allottee	No. of Equity Securities Grant of Employee Stock Options	Warrants Allotted	Warrants convertible into equivalent number of equity shares allotted	Equity Shares allotted	Offer Price at which allotted (Rs.)
1.	Renu Khatri	-	-	8000	-	100
2.	Harshee Anil Haria	39,000				60
3.	Bijal Himanshu Gandhi	39,000				60
4.	Dilip Suresh Ambekar	39,000				60
5.	Jovita Himanshu Gandhi	39,000	-	-	-	60
6.	Radhika Sanjeev Patkar	-	-	-	26,667	90
7.	Om Pramila Stocks Private Limited	-	-	-	1,11,111	90
8.	Dattatray Rajaram Jadhav	-	50,000	-		90
9.	Suhas Dattatraya Kale	-	-	-	27,778	90
10.	Saroj Shrinivas Datar	-	-	-	1,000	90
11.	Apte Vishwas Yeshwant	-	-	-	1,000	90
12.	Gunjeet Singh Ajmani HUF	-	-	-	50,000	90
13.	Punam Arora	-	51,000	-	-	90
14.	Pritish Uday Tardalkar	-	10,000	-	-	90
15.	Uday Damodar Tardalkar	-	45,000	-	-	90
16.	Shobha Uday Tardalkar	-	30,000	-	-	90
17.	Harshee Anil Haria	42,000	-	-	-	150

16. Undertakings:

- (a) The Issuer Company undertakes that it shall re-compute the price of the Warrants convertible into equivalent number of equity shares and/or Equity Shares upon conversion of warrants, in terms of the provisions of SEBI (ICDR) Regulations, 2018, as amended, where it is required to do so.
- (b) The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the equity shares issued shall continue to be locked-in till the time such amount is paid by the allottees.
- (c) The entire pre-preferential holding, if any, of the proposed allottees shall be locked in for the period as prescribed under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018.

17. Lock-in period

The Shares to be offered, issued and allotted shall be subject to Lock-in as provided under the provisions of ICDR Regulations. The entire pre preferential shareholding of the above allottees, if any, shall be locked-in from the relevant date up to the period of 90 trading days from the date of trading approval as per Regulation 167 of the ICDR Regulations.

18. Certificate from CS Deepak Rane, Practising Company Secretary.

A copy of the certificate, from CS Deepak Rane, Practicing Company Secretary (Membership No. 24110 CP No. 8717), having their office at A/616, Trimurttkrupa CHS., Eksar Road, Borivali west Mumbai 400091, certifying that the issue of Warrants on preferential basis is being made in accordance with requirements of Chapter V of the SEBI ICDR Regulations, 2018 shall be available for inspection at the Registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M. The said Certificate will be uploaded on the website of the Company at www.rosemerc.in.

19. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Except for Mr. Omprakash Singh Non-Executive Independent Director and his relative Mr. Jaiprakash Brijnath Singh, none of the remaining Directors, Key Managerial Persons or their relatives are concerned or interested in the above referred resolution to the extent of their shareholding in the Company and the proposed allotment.

20. Other disclosures

In accordance with SEBI ICDR Regulations,

- i. Neither the Company nor any of its Promoters and Directors has been declared as a wilful defaulter or a fraudulent borrower or a fugitive economic offender.
- ii. The pre- preferential holding of the proposed allottees are in dematerialized form.
- iii. The issue and allotment of Warrants and the Equity Shares upon conversion of Warrants shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, 2013 and relevant regulations of SEBI (ICDR) Regulations and shall be made in a dematerialized form only.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors recommends the passing of the resolution as set out in Item No. 8 as special resolution for your approval.

**By Order of the Board of Directors of
Rose Merc Limited**

**Sd/-
Vaishali Parkar Kumar
Executive Director
DIN: 09159108**

Registered Office:

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

CIN: L93190MH1985PLC035078

Email: info@rosemerc.in

Website: www.rosemerc.in

Place: Mumbai,

Date: 29/01/2026

Annexure I

Name of Appointees	Ms. Eshwari Purvesh Shelatkar
DIN	10973309
Designation	Executive Director
Date of Birth	14.01.2007
Date of first appointment on Board	20th January, 2026
Qualification and experience in specific functional area	Ms. Eshwari Shelatkar is a young and dynamic Director with leadership roles across multiple companies spanning fashion, spiritual tourism, trading, and sports. She brings a strong strategic mindset and creative approach to every venture she leads. With academic achievements, strong communication skills, and proven experience across sectors, Eshwari stands out as a multi-faceted director with the potential to build impactful, consumer-centric brands.
Name(s) of the other Companies in which directorship held as on Date of AGM	Vastavya Rose Merc Private Limited Moda Orama Ventures Private Limited Rahi Pakhle Rm Private Limited Jadhav Rose Merc Sports Private Limited Eshwariy Shakti Spiritual Tourism Private Limited Rosemerc Trading Private Limited
Membership/ Chairmanship of the Committees in other companies as on date of AGM.	N.A
Listed Entities from which resigned as Director in past 3 years	N.A
Skills and capabilities required for the role and manner in which he/she meets such requirements	possesses the requisite core skills, capabilities and competencies as required in context of the business of the Company
Shareholding of Director	32954 Shares
Relationships between Directors inter-se	Ms. Eshwari Purvesh Shelatkar (DIN: 10973309) appointed as Executive Director of the Company is the daughter of Mr. Purvesh Krishna Shelatkar (DIN: 09838204), Executive Director of the Company.
The number of meetings of the Board attended during the year (2025-26)	N.A
Key terms and conditions of appointment	As per resolution in this Notice read with the explanatory statement thereto
Remuneration proposed to be paid	Maximum up to the ceiling limit prescribed under the Companies Act, 2013
Last drawn Remuneration	NIL
Justification for choosing the appointees for appointment as an Independent Directors/ skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	As per Explanatory Statement to the resolution set out in the Notice of Postal Ballot

Annexure II

Particulars	Details
Name(s) of parties with whom the agreement is entered	Navi Mumbai Premier League Pvt Ltd (NMPL)
Purpose of entering into the agreement	Inter Corporate Loan.
Size of agreement	INR 8 Crore
Shareholding, if any, in the entity with whom the agreement is executed	The Company holds 25% stake in Navi Mumbai Premier League Pvt Ltd (NMPL)
Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	Not Applicable
Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	No, NMPL is the subsidiary company of the Company.
Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	Yes, the transaction is at arm's length basis.
In case of issuance of shares to the parties, details of issue price, class of shares issued	Not Applicable
In case of loan agreements, details of lender/borrower, nature of the loan, total amount of loan granted/taken, total amount outstanding, date of execution of the loan agreement/sanction letter, details of the security provided to the lenders / by the borrowers for such loan or in case outstanding loans lent to a party or borrowed from a party become material on a cumulative basis	Lender: Rose Merc Limited Borrower: Navi Mumbai Premier League Pvt Ltd Nature of loan: Unsecured Amount of loan: INR 8 Crore Date of execution of Loan Agreement: NA Security provided, if any: Nil Amount of loan outstanding as on date of disclosure: Nil.
Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	Not Applicable
in case of rescission, amendment or alteration, listed entity shall disclose additional details to the stock exchange(s): i. name of parties to the agreement; ii. nature of the agreement; iii. date of execution of the agreement; iv. details and reasons for amendment or alteration and impact thereof (including impact on management or control and on the restriction or liability quantified earlier); v. reasons for rescission and impact thereof (including impact on management or control and on the restriction or liability quantified earlier).	Not Applicable

ANNEXURE – III

Particulars of Director seeking appointment/re-appointment at the General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-II) issued by the Institute of Company Secretaries of India:

Name of the Director	Ms. Vaishali Parkar Kumar
DIN	09159108
Date of birth	13th May, 1983
Age	42 years
Date of first appointment on the Board	May 02, 2023
Brief Resume	Ms. Vaishali Parkar Kumar holds a Master's Degree in Finance from Mumbai University. She is a multi – disciplined professional with over 15 years of experience in the field of Investments and Equity Research specializing across multiple sectors.
Qualification	Master's Degree in Finance
Expertise in specific functional areas	She has about 18 years of Finance sector
Terms and Conditions of Appointment/Reappointment	As Per policy of Director, KMP and Senior Management
Details of remuneration sought to be paid and last drawn remuneration	N.A.
Directorship held in other companies (excluding foreign companies and Section 8 companies)	<ol style="list-style-type: none">1. LK Vet Care Private Limited2. Rahi Pakhle RM Private Limited3. RoseMerc Trading Private Limited4. Eshwariy Shakti Spiritual Tourism Private Limited5. Jadhav Rose Merc Sports Private Limited6. Hyderabad Sports League Private Limited7. Moda Orama Ventures Private Limited8. Kaale and Rose Merc Advisors Private Limited9. Navi Mumbai Premier League Private Limited10. Vastavya Rose Merc Private Limited

Membership/Chairmanship in Committees of public companies. (Audit Committee and Stakeholders' Relationship Committee considered)	Audit Committee
Shareholding in the Company	4,75,000 Equity shares
Directorship in other listed entities	Nil
Disclosure of relationship with other Directors, Manager and other Key Managerial Personnel	No relationship with other Directors, Manager and other Key Managerial Personnel
Resignation from listed entities in the past three years	None