



**PCS Kavita Raju Joshi**

Company Secretary  
FCS, MCOM

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To,  
The Board of Directors,  
Rose Merc Limited  
Office No G-2, Ground Floor, Part-A,  
Mangal Mahesh CHS, 14th Road  
Khar (West), Mumbai - 400052,  
Maharashtra,

Dear Sirs,

**Sub: Certificate of Practicing Company Secretary to Rose Merc Limited pursuant to Regulation 163(2) contained in Chapter V (Preferential Issue) of the Securities and Exchange Board of India (Issue of capital and Disclosure Requirements) Regulations, 2018, for the proposed preferential issue of Warrants convertible into Equity Shares of the Company.**

I, **CS Kavita Raju Joshi, Practicing Company Secretary**, have verified the relevant records and documents of Rose Merc Limited with respect to the proposed preferential issue by the company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:

1. In terms of Chapter V (Preferential Issue) of the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2018 (hereinafter referred to as the "ICDR Regulations"), the Rose Merc Limited (the "Company") has issued Extra Ordinary General Meeting notice dated 21-07-2022, (hereinafter referred to as the "Notice") to the members of the Company seeking the consent of the members to approve the proposed preferential issue up to 21,75,000 warrants convertible into equity shares of face value Rs. 10/- each of the Company at a price of Rs. 24.25 (including premium of Rs. 14.25) per share determined under ICDR Regulations on preferential basis to persons as mentioned in **Annexure 1** to this certificate.
2. The proposed preferential issue is being undertaken in compliance with SEBI Chapter V (Preferential Issue) of the Securities and Exchange Board of India (Issue of capital and Disclosure Requirements) Regulations, 2018

**For Kavita Raju Joshi**

(Practicing Company Secretary)

Membership No: 9074

C. P No: 8893

  
**KAVITA RAJU JOSHI**  
PRACTISING COMPANY SECRETARY  
FCS NO 9074, C.P. NO. 8893

UDIN: F009074D000515976

Place: Mumbai

Date: 21-06-2022

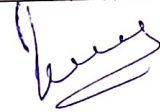
Encl.: As Above

Annexure-1

Sr. No.	Name of the Proposed Allottee	Nature of persons who are ultimate beneficial owner	Category	Holding Prior to proposed Preferential Issue	No. of equity shares to be allotted	Holding Post to proposed Preferential Issue
1	Nipa Anil Haria	Individual	Non-Promoter	Nil	4,75,000	4,75,000
2	Vaishali Parkar Kumar	Individual	Non-Promoter	Nil	4,75,000	4,75,000
3	Pathik Mayurbhai Parikh	Individual	Non-Promoter	Nil	83,000	83,000
4	Padmaja Suresh Ambekar	Individual	Non-Promoter	Nil	4,75,000	4,75,000
5	Khushboo Himanshu Gandhi	Individual	Non-Promoter	Nil	75,000	75,000
6	Jovita Himanshu Gandhi	Individual	Non-Promoter	Nil	75,000	75,000
7	Bijal Himanshu Gandhi	Individual	Non-Promoter	Nil	1,00,000	1,00,000
8	K A Gandhi (HUF)	HUF: 1. Kaushal Ashwin Gandhi (Karta) 2. Kinjal Kaushal Gandhi (Co-parcener) 3. Naysa Kaushal Gandhi (Co-parcener)	Non-Promoter	Nil	84,000	84,000

  
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9	Chitra Agarwal	Individual	Non- Promoter	Nil	50,000	50,000
10	Mrudul Girish Gokhale	Individual	Non- Promoter	Nil	50,000	50,000
11	Mukesh Jugaldas Desai	Individual	Non- Promoter	Nil	83,000	83,000
12	Sudhir Vaman Padiyar	Individual	Non- Promoter	Nil	50,000	50,000
13	Priyadarshi Vishwanath Srivastava	Individual	Non- Promoter	Nil	50,000	50,000
14	Punam Arora	Individual	Non- Promoter	Nil	50,000	50,000
	<b>Total</b>			<b>Nil</b>	<b>21,75,000</b>	<b>21,75,000</b>



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