

# **ROSE MERC. LIMITED**

## ***BOARD OF DIRECTORS***

SHRI VIREN VORA  
SHRI CHETAN DOGRA  
SHRI KIRTI SAVLA

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## ***BANKERS***

PROGRESSIVE CO-OP. BANK LTD., MUMBAI  
HDFC BANK LTD. MUMBAI

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## ***AUDITORS***

M/S. J. K. SHAH & ASSOCIATES  
CHARTERED ACCOUNTANTS

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## ***REGISTERED & CORPORATE OFFICE***

903, Tower-1, NRI Complex, Seawood Estate,  
Palm Beach Road, Nerul, Navi Mumbai - 400 706

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**NOTICE**

NOTICE is hereby given that, the **Twenty Eighth Annual General Meeting** of the members of **Rose Merc. Limited**, will be held on **Friday, 28th September, 2012** at 11.00 A.M. at the registered office of the Company at 903, Tower-1, NRI Complex, Seawood Estate, Palm Beach Road, Nerul, Navi Mumbai - 400 706, to transact the following business :

**ORDINARY BUSINESS :**

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2012 and the Profit and Loss Account for the year ended on that date and the Reports of Directors' and Auditors' thereon.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of **Mr. Kirti V. Savla**, who retires by rotation and is eligible for re-appointment.
4. To consider and, if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution :

"RESOLVED THAT **M/s J.K. Shah & Associates**, Chartered Accountants, Mumbai be and are hereby appointed as a Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting up to the Conclusion of the next Annual General Meeting of the Company on a remuneration to be fixed by the Board of Directors of the Company".

**For and On behalf of The Board of Directors**

s/d

Place : Mumbai

Date : 1st September, 2012.

**VIREN VORA**

DIRECTOR

**NOTES**

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote on a poll on his behalf and such proxy need not be a member of the Company. A proxy may be sent in the form enclosed and in order to be effective must reach the Registered Office of the Company atleast 48 hours before the commencement of the Meeting.
2. The Register of Members and Share Transfer Books of the Company shall remain closed from **Wednesday 26th September, 2012 to Friday 28th September, 2012 (Both Days inclusive)**.
3. The Company's shares are available for De-materialisation with National Securities Depository Limited (**NSDL**) and Central Depository Services (India) Limited (**CDSIL**). The members are requested to avail the facility of de-materialisation. The ISIN allotted to the scrip is **INE649C01012**.

**DIRECTOR'S REPORT**

To,  
The Members,

Your Directors have pleasure to present their **Twenty Eight Annual Report** and the Audited Annual Accounts for the year ended **31st March, 2012**.

**FINANCIAL RESULTS**

<b>PARTICULARS</b>	<b>2011 - 2012</b>	<b>2010 -2011</b>
Gross Income	3,151,282	2,021,427
Profit Before Tax	316,825	399,283
Less : Provision for Taxation	100,000	150,000
Less : Deferred Tax	55,094	Nil
Excess Prov. Written back	10,715	19,577
Net Profit (After Tax)	172,446	268,860
Add : Balance B/f from Prev. Year	13,592,920	13,324,059
<b>Surplus Carried to Balance Sheet</b>	<b>13,765,366</b>	<b>13,592,920</b>

Your Directors are hopeful of achieving better results during the current year.

**DIRECTORS :**

In accordance with the requirements of the Companies Act, 1956 and Articles of Association of the Company Mr. Viren Vora will retire by rotation in the Annual General Meeting and being eligible offer himself for re-appointment.

**DIVIDEND :**

The Directors of your Company have not recommended any Dividend for the financial year ended 31st March, 2012.

**PERSONNEL :**

There was no employee drawing salary in excess of the limits set out under Section 217 (2A) of the Companies Act, 1956 and the rules made thereunder.

**DEPOSITS :**

The Company has not accepted any deposit under Section 58A of the Companies Act, 1956 during the financial year ended on 31st March, 2012.

**AUDITORS :**

**M/s. J. K. SHAH & ASSOCIATES**, Chartered Accountants, Statutory Auditors of your Company, hold office until conclusion of the ensuing Annual General Meeting. The Company has received necessary certificate under section 224(1B) of the Companies Act, 1956 from the Auditors. The re-appointment of auditors is recommended to the members.

**LISTING FEES :**

The shares of the Company are listed at Mumbai & Ahmedabad Stock Exchange and the Company has paid the necessary listing fees upto the year 2012 - 2013.

The Company has communicate with the Regional Stock Exchange i.e. The Stock Exchange of Mumbai for revocation of the suspension of the script of the Company.

**DIRECTOR'S RESPONSIBILITY STATEMENT :**

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Director's Responsibility Statement it is hereby confirmed that :

- (i) in the preparation of the Annual accounts, the applicable accounting standards had been followed alongwith proper explanation relating to material departures.
- (ii) the accounting policies are consistently applied and reasonable, prudent judgments and estimates are made so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit for the year ended on that date.
- (iii) that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of this Act for safeguarding the assets of the Company & for preventing and detecting fraud and other irregularities.
- (iv) that the directors had prepared the annual accounts on going concern basis.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO :**

- (a) The Particulars required by the Companies (disclosure of particulars in report of the Board of Directors) pursuant to section 217(1) with regards to Conservation of Energy and Technological Absorption was not given, since the Company is not engaged in any manufacturing activity.
- (b) There was no earnings or outgoings in foreign exchange during the year.

**COMPLIANCE CERTIFICATE :**

A compliance certificate received from a practising Company Secretary certifying the compliance unde the Companies Act, 1956 is attached hereto.

**ACKNOWLEDGEMENT :**

Your Directors wish to place on record their appreciation of the support and co-operation received from Government, Banks, Financial Institutions, other Business Associates, Shareholders and employees of the Company.

Place : Mumbai  
Date : 01.09.2012.

For and on Behalf of the  
Board of Directors  
s/d

**VIREN VORA**  
Chairman of the Meeting

**SECRETARIAL COMPLIANCE CERTIFICATE**

To,

The Members of **ROSE MERC. LTD.**

I have examined the registers, records, books and papers of **Rose Merc. Ltd.** Mumbai, the Company as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March 2012 (Financial Year). In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we clarify that in respect of the aforesaid financial year :

1. The Company has kept and maintained all registers as stated in Annexure "A" to this certificate, as per the provisions of the Act and the rules made there under and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure "B" to this certificate, with the Registrar of Companies, Regional Director, Central Government. Company Law Board or other authorities within the time prescribed under the Act and the rules made thereunder as specified in Annexure-B.
3. The Company being a public limited company has the minimum prescribed paid-up capital and having the minimum number of members during the said financial year.
4. The Board of Directors duly met **5** (Five) times on 25.04.2011, 25.07.2011, 03.09.2011, 24.10.2011 & 23.01.2012 during the year under report in respect of these meetings proper notices were given & the proceedings were properly recorded & signed in the Minutes Book maintained for the purpose.
5. The Company has closed its Register of Members and Share Transfer Books from 27.09.2011 to 29.09.2011 (both days inclusive) during the financial year under review.
6. The Annual General Meeting for the financial year ended on 31.03.2011 was held on 29.09.2011 after giving due notice to the members of the Company and the resolutions passed there at were duly recorded in Minutes Book maintained for the purpose.
7. No Extra Ordinary General Meeting(s) was held during the financial year under review.
8. The Company being a private company, section 295 of the Act is not applicable.
9. The company has not entered into any contracts falling with the purview section 297 of the Act during the financial year under review.
10. The Company has made necessary entries in the register maintained under section 301 of the Act.
11. As there were no instances falling under the preview of section 314 of the Act, the Company has not obtained any approvals from its Directors, members or Central Government, as the case may be.
12. The Company has not issued any duplicate share certificates during the financial year under review.
13. The Company has :
  - (i) not allotted/transferred/transmitted any securities during the year.
  - (ii) not deposited any amount in separate bank account as no dividend was declared during the financial year under report.
  - (iii) not posted warrants to any member of the Company as no dividend was declared during the financial year under report.
  - (iv) the company is not required to transfer amounts in respect of unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest

accrued thereon which have remained unclaimed or unpaid for the period of seven years to the Investor Education and Protection Fund as the Company do not have any of the amount lying in any of the above referred five accounts.

(v) duly complied with the requirements of section 217 of the Act.

14. The Board of Directors of the Company is duly constituted.
15. Company has duly complied with the provisions of Sec. 269 read with Schedule XIII to the Act . .
16. The Company has not appointed any Sole-Selling Agents during the financial year under report.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar and/or such other authorities as may be prescribed under the various provisions of the Act.
18. The directors have disclosed their interest in other firms & companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has not issued any shares or other securities during the financial year under report.
20. The Company has not bought back any shares during the financial year ended 31st March'12.
21. The Company has not issued preference shares or debentures and hence there was no redemption of preference shares or debentures during the financial year under report.
22. There were no transactions necessitating the Company to keep in abeyance rights to dividend, Rights Shares and Bonus Shares pending registration of transfer of shares.
23. The Company has not invited/accepted any deposits including any unsecured loans falling within purview of Section 58A during the financial year under review.
24. The amount borrowed by the Company during the financial year ended on 31st March, 2012, is not in the borrowing limits of the Company.
25. The Company has not made any loan, investment and giving guarantee and securities and services to any other body corporate in which directors are interested.
26. The Company has not altered the Provisions of the Memorandum with respect to situation of the Company's registered office from one state to another during the financial year under scrutiny.
27. The Company has not altered the Provisions of the Memorandum with respect to the objects of the company during the financial year under scrutiny.
28. The Company has not altered the Provisions of the Memorandum with respect to name of the Company during the financial year under scrutiny.
29. The Company has not altered the Provisions of the Memorandum with respect to share capital of the Company during the financial year under scrutiny.
30. The Company has not altered its Articles of Association during the financial year under scrutiny.
31. There was/were no prosecution initiated against or show cause notices received by the Company during the financial year under report for offences under the Act.
32. The Company has not received any amount as security deposit from its employees during the financial year under certification.
33. The Company has not constituted its Provident Fund u/s 418 of the Companies Act, 1956, hence, provision of section 418 of the Act do not apply to the Company.

Place : Mumbai  
Date : 01.09.2012

**JITENDRA LEKHWANI**  
**Practising Company Secretary**  
C.P. No. 10709