

ROSE MERC LIMITED

CIN : 24110MH1985PLC035078

***34th Annual Report
F.Y. 2017-18***

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Corporate Information

BOARD OF DIRECTORS		REGISTERED OFFICE
Mr. Kirti Savla	Managing Director	Office No G -2, Ground Floor, Part – A, Mangal Mahesh , 14th Road Khar (West) Mumbai - 400052, Maharashtra Phone: +91 – 22 – 6060 2719 Email: rmltd1985@gmail.com
Mr. Viren Vora	Director (ceased to be a Director w.e.f. May 12, 2018)	
Mr. Mayur Parikh	Independent Director	
Mrs. Shakuntla Shah	Independent Director	
CHIEF FINANCIAL OFFICER		COMPANY SECRETARY
Mr. Ashok Karale (Appointed w.e.f January 18, 2018)		Ms. Jaini Jain (Appointed w.e.f January 18, 2018)
STATUTORY AUDITOR		REGISTRAR & SHARE TRANSFER AGENT
M/s. Doshi Maru & Associates (Chartered Accountant) 217-218, Manek Centre, Jamnagar – 361 001		Link Intime India Private Limited C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai, Maharashtra – 400 083 Tel No.: +91 – 22 – 4918 6000 Fax No.: +91 – 22 – 4918 6060 Email: rnt.helpdesk@linkintime.co.in Web: www.linkintime.co.in
SECRETARIAL AUDITOR		BANKERS
M/s. Mukesh H Shah & Co (Practicing Company Secretary) 504, Sukh Sagar, Complex Near Hotel Fortune Landmark Usmanpura Ashram Road Ahmedabad		HDFC Bank Limited

Notice to Shareholders

NOTICE is hereby given that the 34th Annual General Meeting of the Members of Rose Merc Limited will be held at the Registered Office of the Company situated at Office No G -2, Ground Floor, Part – A, Mangal Mahesh, 14th Road Khar (West) Mumbai - 400052, Maharashtra, on Friday, September 28, 2018 at 05:00 P.M. to transact the following businesses:

ORDINARY BUSINESS:

1. To adopt Financial Statements for the financial year 2017-18

To receive, consider and adopt the Audited Financial Statements of account for the financial year ended on March 31, 2018, together with the reports of the Directors and Auditors thereon.

2. To re-appoint Mr. Kirti Chunilal Savla as Director

To appoint a Director in place of Mr. Kirti Chunilal Savla (DIN: 02003878) who retires by rotation and being eligible, offer himself for re-appointment.

3. Modification to the resolution related to the appointment of Statutory Auditors.

“RESOLVED THAT pursuant to the amendment to the Section 139 of the Companies Act, 2013, effective from 7th May, 2018, the consent of the members of the Company be and is hereby accorded to delete the requirement, seeking ratification of appointment of Statutory Auditors (M/s. Doshi Maru & Associates, Chartered Accountants) at every Annual General Meeting, from the resolution passed at the shareholders' meeting held on September 30, 2017.”

SPECIAL BUSINESS:

4. To Change the Registered Office of the Company from the State of Maharashtra to the State of Gujarat, to consider and if thought fit, to pass with or without modification(s) the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 12, 13 of the Companies Act, 2013 read with Rule 30 of the Companies (Incorporation) Rules, 2014 and other applicable provisions, if any, and subject to the confirmation by the Regional Director/Central Government/Registrar of Companies or such other competent authorities, and subject to the approval of shareholders, the Memorandum of Association of the Company be altered so as to change the place of the Registered Office of the company from its present address situated at Office No G -2, Ground Floor, Part – A, Mangal Mahesh, 14th Road Khar (West) Mumbai - 400052, Maharashtra to 24, Laxmi Chamber, Navjeevan Press Road, Income Tax, Opp. Old Gujarat High Court, Ahmedabad - 380014, Gujarat.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be altered by substituting the following new Clause II in place of the existing Clause II:

"II. The Registered Office of the Company will be situated in the state of Gujarat"

RESOLVED FURTHER THAT, subject to passing of Special Resolution by the members of the Company as regard to alteration of situation clause of Memorandum of Association of the Company pursuant to Section 13 of the Companies Act, 2013 read with Rule 30 of Companies (Incorporation) Second Amendment Rules, 2017, Mr. Kirti Chunilal Savla, Managing Director and Ms. Jaini Jain, Company Secretary of the Company be and are hereby severally authorized to act and empowered severally to sign the Petition, Application, Affidavits, Notices and all other necessary papers/ documents in connection therewith and to act for every purpose and to take every steps in connection therewith.

RESOLVED FURTHER THAT any one of the Directors and Company Secretary, be and are hereby severally authorised to appear and represent the company in the matter of the petition before the office of Regional Director for seeking confirmation for the proposed alteration of the situation Clause of the Memorandum of Association and also authorised to appoint any consultant, Practicing Company Secretary, Advocate/Attorney and other professionals, as may be required from time to time and to fix their remuneration and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the aforesaid resolutions including, filing necessary forms/ returns with the Ministry of Corporate Affairs, finalizing and executing necessary documents etc".

Registered Office
Office No G -2, Ground Floor,
Part – A, Mangal Mahesh ,
14th Road Khar (West)
Mumbai - 400052, Maharashtra

Place: Mumbai
Date: August 30, 2018

By Order of the Board of Directors
For, Rose Merc Limited

Sd/-
Kirti Savla
Managing Director
DIN: 02003878

Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the Special Business covered under Item No. 4 of the Notice, is annexed hereto.
2. **A Member entitled to attend and vote at the Annual General Meeting (“AGM” or “the meeting”) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company.**

A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than 48 (Forty-Eight) Hours before the commencement of the AGM. Proxies submitted on behalf of Limited Companies, Societies etc., must be supported by appropriate resolutions / authority, as applicable.

During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company.

3. Members/Proxies should bring their Attendance slip duly completed for attending the meeting. The signature of the attendance slip should match with the signature(s) registered with the Company. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. In case of joint holders attending the meeting together, only whose name appearing first will be entitled to vote.
6. The Register of Members and Share Transfer Books of the Company will be closed from Saturday, September 22, 2018 till Friday, September 28, 2018 (both days inclusive) and same will be re-opened from Saturday, September 29, 2018 onwards.
7. The route map showing directions to reach the venue of the 34th AGM is annexed at the end of this Annual Report.
8. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long period of time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
9. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Link Intime India Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Link Intime India Private Limited.
10. The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Link Intime India Private Limited.
11. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact Link Intime India Private Limited for assistance in this regard.
12. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to Link Intime India Private Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
13. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The Nomination Form can be obtained from the Link Intime India Private Limited, Members holding shares in physical form may submit the same to

Link Intime India Private Limited Members holding shares in electronic form may submit the same to their respective depository participant.

14. The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose email addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
15. With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.
16. The Registers under the Companies Act, 2013 will be available for inspection at the Registered Office of the Company during business hours between 11.00 am to 01.00 pm on all working days except on holidays. The said Registers will also be available for inspection by the members at the AGM.
17. The members are requested to intimate to the Company, queries, if any, at least ten days before the AGM to enable the Management to keep the required information available at the meeting.
18. In compliance with the provisions of Section 108 of the Act and the Rules framed there under, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by National Securities Depository Limited (NSDL), on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting and voting at the AGM is/are deemed to have been passed as if they have been passed at the AGM.
19. The remote e-voting period commences on Tuesday, September 25, 2018 (09:00 a.m.) and ends on Thursday, September 27, 2018 (05:00 p.m.). During these period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date being the day of Friday, September 21, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
20. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Friday, September 21, 2018.
21. The facility for voting through polling paper shall be made available at the AGM and the Members attending the meeting and holding shares either in physical form or in dematerialized form, as on the cut-off date being the day of Friday, September 21, 2018 and who have not already cast their vote by remote e-voting, shall be able to exercise their right to vote at the AGM.
22. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
23. The Board of Directors has appointed Mr. Mukesh H. Shah, Practicing Company Secretary (Membership No. FCS 5827 COP 2213) as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM.
24. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
25. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
26. The Results declared along with the report of the Scrutinizer shall be placed on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately uploaded on the website of BSE Limited, Mumbai.

INSTRUCTION NOTICE FOR E-VOTING PROCESS WITH LOGIN ID AND PASSWORD:

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 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 is mentioned below:

How to Log-into 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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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. Your password details 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, your ‘initial password’ is communicated to you on your postal address.
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?](http://www.evoting.nsdl.com) (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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
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.

Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 mukeshshahcs@gmail.com with a copy marked to evoting@nsdl.co.in.
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 toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.4

Presently, the Registered Office of the Company is situated in the Maharashtra. To exercise better administrative and economic control and enable the Company to rationalize and streamline its operations as well as the management of affairs, the Board of Directors of the Company in its meeting held on August 30, 2018 has recommended to shift the Registered Office of the Company from the state of Maharashtra to the State of Gujarat.

The shifting of Registered Office from the State of Maharashtra to the State of Gujarat is in the best interest of the Company, shareholders and all concerned parties and will not be detrimental to the interest of members of the public, shareholders, creditors or employees, in any manner whatsoever.

Pursuant to the provisions of Section 12, 13 and all other applicable provisions, if any, of the Act read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), shifting of the Registered Office from one State to another and alteration of Clause II of the Memorandum of Association (the "MOA") of the Company requires the approval of the members of the Company by means of a Special Resolution approval of the Central Government (power delegated to Regional Director).

In light of the above facts, the approval of the members is sought through e-voting for shifting of the Registered Office of the Company from the State of Maharashtra to the State of Gujarat and consequently for altering Clause II of the MOA.

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

The Board recommends the resolution under Item No. 4 for approval of the members as a Special Resolution.

Registered Office
Office No G -2, Ground Floor,
Part – A, Mangal Mahesh ,
14th Road Khar (West)
Mumbai - 400052, Maharashtra

Place: Mumbai
Date: August 30, 2018

By Order of the Board of Directors
For, Rose Merc Limited

Sd/-
Kirti Savla
Director
DIN: 02003878

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT IN THIS ANNUAL GENERAL MEETING:

(Pursuant to Regulation 36(3) of SEBI (LODR), Regulations, 2015)

Particulars	Kirti Chunilal Savla (DIN: 02003878)
Date of Birth	December 13, 1970
Date of Appointment	October 5, 2001
Expertise in specific functional areas - Job profile and suitability	More than 10 years of experience in trading of various goods
Directorships held in public companies*	Nil
Memberships / Chairmanships of committees of other public companies*	Nil
Inter-se Relationship with other Directors.	No Relation
Shareholding in Company	7,200 Equity Shares

*Committee includes the Audit Committee and Stakeholder's Grievance Committee