Integrated Governance

SOBHAGYA MERCANTILE LIMITED

General information about company

Scrip code	512014	
NSE Symbol	NOTLISTED	
MSEI Symbol	NOTLISTED	
ISIN	INE754D01018	
Date of start of financial year	01-04-2024	
Date of end of financial year	31-03-2025	
Reporting Quarter Type	Yearly	
Date of Quarter Ending	31-03-2025	
Type of company	Equity	
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	true	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	true	
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	false	Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is not applicable as the Company has not acquired any shares or voting rights in Unlisted Company.
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	true	
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	false	Disclosure of Updates to Ongoing Tax Litigations or Disputes is not applicable to the Company as there are no such litigations or disputes currently involving the Company.
Risk management committee	false	
Market Capitalisation as per immediate previous Financial Year	Any other	
Is SCORE ID Available ?	true	
SCORE Registration ID	COMS01958	
Reason For No SCORE ID		
Type of Submission	Original	
Remarks (website dissemination)		

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory	Textual Information(1)	
Whether the listed entity has a Regular Chairperson	false	
Whether Chairperson is related to MD or CEO	true	Disqualification of Directors under section 164 of the Companies Act, 2013

Sr no.	Title(Mr/Ms)	Name of the Director	Category 1 of directors	Category 2 of directors	Category 3 of directors	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director(in months)	No of Directorship in listed entities including this listed entity(Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity(Refer Regulation 17A(1) of Listing Regulations	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	N… pr…
1	Mr	SHRIKANT MITESH BHANGDIYA	Executive Director	Not Applicable	MD	false				Active	NA		09-08-2019				1	0	2	0			
2	Mrs	SONAL KIRTIKUMAR BHANGDIYA	Non-Executive - Non Independent Director	Chairperson related to Promoter		false				Active	NA		09-08-2019				1	0	0	0			
3	Mr	PRASHANTKUMAR LAHOTI	Non-Executive - Independent Director	Not Applicable		false				Active	Yes	14-12-2024	21-09-2019	21-09-2024		66.1	1	1	2	0			
4	Mr	RUPESH PRAKASH MALPANI	Non-Executive - Independent Director	Not Applicable		false				Active	Yes	30-09-2024	09-08-2024			7.23	1	1	2	2			

Text Block

Textual Information(1)	1. There is no Board appointed regular Chairperson for the Company. Mrs. Sonal Kirtikumar Bhangdiya has been shown as Chairperson since she chaired the last Board Meeting.

Annexure I

II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	RUPESH PRAKASH MALPANI	Non-Executive - Independent Director	Chairperson	09-08-2024		Textual Information(1)
2	SHRIKANT MITESH BHANGDIYA	Executive Director	Member	09-08-2019		
3	PRASHANTKUMAR LAHOTI	Non-Executive - Independent Director	Member	21-09-2019		Textual Information(2)

Text Block

Textual Information(1)	Mr. Rupesh Prakash Malpani was appointed as the Chairperson of the Committee with effect from 20th September, 2024 consequent to the reconstitution of the Audit Committee.
Textual Information(2)	Mr. Prashantkumar Lahoti ceased to be the Chairperson of the Committee consequent to the reconstitution of the Audit Committee on 20th September, 2024.

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	RUPESH PRAKASH MALPANI	Non-Executive - Independent Director	Chairperson	09-08-2024		Textual Information(1)
2	SONAL KIRTIKUMAR BHANGDIYA	Non-Executive - Non Independent Director	Member	09-08-2019		
3	PRASHANTKUMAR LAHOTI	Non-Executive - Independent Director	Member	21-09-2019		Textual Information(2)

Text Block

Textual Information(1)	Mr. Rupesh Prakash Malpani was appointed as the Chairperson of the Committee with effect from 20th September, 2024 consequent to the reconstitution of the Nomination and Remuneration Committee.
Textual Information(2)	Mr. Prashantkumar Lahoti ceased to be the Chairperson of the Committee consequent to the reconstitution of the Nomination and Remuneration Committee on 20th September, 2024.

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	RUPESH PRAKASH MALPANI	Non-Executive - Independent Director	Chairperson	09-08-2024		Textual Information(1)
2	SHRIKANT MITESH BHANGDIYA	Executive Director	Member	09-08-2019		
3	PRASHANTKUMAR LAHOTI	Non-Executive - Independent Director	Member	21-09-2019		Textual Information(2)

Text Block

Textual Information(1)	Mr. Rupesh Prakash Malpani was appointed as the Chairperson of the Committee with effect from 20th September, 2024 consequent to the reconstitution of the Stakeholders Relationship Committee.
Textual Information(2)	Mr. Prashantkumar Lahoti ceased to be the Chairperson of the Committee consequent to the reconstitution of the Stakeholders Relationship Committee on 20th September, 2024.

Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	SHRIKANT MITESH BHANGDIYA	Executive Director	Chairperson	29-07-2020		Textual Information(1)
2	PRASHANTKUMAR LAHOTI	Non-Executive - Independent Director	Member	29-07-2020		
3	RUPESH PRAKASH MALPANI	Non-Executive - Independent Director	Member	09-08-2024		

Text Block

Textual Information(1)	Mr.Shrikant Mitesh Bhangdiya was designated as the Chairperson of the Committee with effect from 14th February, 2023 after reconstitution of the Corporate Social Responsibility Committee.

Annexure I

III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	13-11-2024			true	4	4	2
2	03-01-2025	50		true	4	4	2
3	14-02-2025	41		true	4	4	2

Annexure I

IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reson for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	13-11-2024				true	3	3	2	0
2	Audit Committee	14-02-2025	92			true	3	3	2	0
3	Corporate Social Responsibility Committee	14-02-2025				true	3	3	2	0
4	Stakeholders Relationship Committee	14-02-2025				true	3	3	2	0

Annexure I

V. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	true
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	true
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	true
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee	true
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable the top 1000 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	true
9	Any comments/observations/advice of Board of Directors may be mentioned here:	

Annexure I

Sr	Subject	Compliance status
1	Name of signatory	Mr. Shrikant Mitesh Bhangdiya
2	Designation	Managing Director

Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	false
Other details of cyber security incidence or breaches or loss of data event	
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is â€œNoâ€ details of non-compliance may be given here.	Web address
1	Details of business	Yes		https://www.sobhagyaltd.com/about-us.php
2	Terms and conditions of appointment of independent directors	Yes		https://www.sobhagyaltd.com/investor-relation-disclosures-under-independent-director.php
3	Composition of various committees of board of directors	Yes		https://www.sobhagyaltd.com/about-us.php
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.sobhagyaltd.com/investor-relation-policies.php
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.sobhagyaltd.com/investor-relation-policies.php
6	Criteria of making payments to non-executive directors	Yes		https://www.sobhagyaltd.com/investor-relation-policies.php
7	Policy on dealing with related party transactions	Yes		https://www.sobhagyaltd.com/investor-relation-policies.php
8	Policy for determining â€˜materialâ€™ subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.sobhagyaltd.com/investor-relation-disclosures-under-independent-director.php
10	Email address for grievance redressal and other relevant details	Yes		https://www.sobhagyaltd.com/invetor-relation-investor-contact.php
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.sobhagyaltd.com/invetor-relation-investor-contact.php
12	Financial results	Yes		https://www.sobhagyaltd.com/investor-relation-financial-result-quaterly-result.php
13	Shareholding pattern	Yes		https://www.sobhagyaltd.com/investor-relation-disclosures-under-shareholding-pattern.php
14	Details of agreements entered into with the media companies and/or their associates	NA		
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://www.sobhagyaltd.com/investor-relation-disclosures-under-newspaper-publications.php
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Secretarial Compliance Report	Yes		https://www.sobhagyaltd.com/investor-relation-disclosures-under-secraterial-compliance-report.php
21	Materiality Policy as per Regulation 30 (4)	Yes		https://www.sobhagyaltd.com/investor-relation-policies.php
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		https://www.sobhagyaltd.com/investor-relation-disclosures-under-details-of-director-and-kmp.php
23	Disclosures under regulation 30(8)	Yes		https://www.sobhagyaltd.com/investor-relation-disclosures-under-corporate-announcement.php
24	Statements of deviation(s) or variations(s) as specified in regulation 32	Yes		https://www.sobhagyaltd.com/investor-relation-disclosures-under-corporate-announcement.php
25	Dividend Distribution policy as per Regulation 43A(1)	NA		
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		https://www.sobhagyaltd.com/investor-relation-disclosures-under-annual-returns.php
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		https://www.sobhagyaltd.com/
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		https://www.sobhagyaltd.com/
29	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]			

Annexure II

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is â€œNoâ€ details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
26	Meeting of Risk Management Committee	21(3A)	NA	
27	Quorum of Risk Management Committee meeting	21(3B)	NA	
28	Gap between the meetings of the Risk Management Committee	21(3C)	NA	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	Yes	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	NA	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA	

44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)		
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA	
Any other information to be provided				

Annexure II

1	Name of signatory	Mr. Shrikant Mitesh Bhangdiya
2	Designation	Managing Director

Annexure II

III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
Any other information to be provided		

Annexure II

1	Name of signatory	Mr. Shrikant Mitesh Bhangdiya
2	Designation	Managing Director

Signatory Details

Name of signatory	Mr. Shrikant Mitesh Bhangdiya
Designation of person	Managing Director
Place	Nagpur
Date	30-04-2025

Additional Half yearly Disclosure

Any Other Information for Disclosure of Loans / Guarantees / Comfort Letters / Securities Etc.			
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	1,12,55,024	1,45,76,941	
KMPs or any other entity controlled by them	1,52,49,236	47,64,00,580	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			
II. Affirmations			
Affirmations	Compliance Status	Company Remarks	
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.	true		
Name		Anil Khawale	
Designation		CFO	
Place		Nagpur	
Date		30-04-2025	

Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0

Disclosure of Imposition of Fine or Penalty The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Imposition of Fine or Penalty					
Sr.No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
1	Assistant Commissioner, CGST & C. Ex Division - VIII Mumbai South	Order-In-Original of Centralized SCN No. 50/AC/Scrutiny 20-21/SOBHAGYA/D8R5/2024-25, Order Passed by the Proper Officer of CGST Act 2017 under section 73 sub section 1 and imposed the penalty under the same provisions	04-03-2025	a)Excess ITC amounting to Rs. 27,27,113/- avaialed by the company From Apri 2020 to March 2021 as violation under section 16 of CGST Act 2017 b) Excess (Block) ITC amounting to Rs. 1,62,928/- availed by the company as violation under section 16 and 17 of CGST Act 2017 c) Excess ITC under RCM amounting to Rs. 20,41,461/- availed by Taxpayer for the period from April 2020 to March 2021 as violation under section 16 of CGST Act 2017 d) Interest Amounting tp Rs. 50780/- payable by the company on account of late payment GST Liability as violation under section 50 not paid from April 2020 to March 2021 e) Late fees amounting to Rs. 68050/- Payable by the Taxpayer for the period from April 2020 to March 2021 as violation under section 47 and section 50 of CGST Act 2017	The Managing Director is considering taking appropriate steps to appeal against the said order of imposition of penalty before the appropriate authority. The Company does not foresee any material impact on financial, operational or other activities of the company. The company remains commiitted to full regulatory compliance and governance best practice