

SOBHAGYA MERCANTILE LIMITED

CIN: L45100MH1983PLC031671

Registered Office - B-61, Floor 6, Plot No. 210, B-Wing, Mittal Tower, Free Press Journal Marg,
Nariman Point, Mumbai - 400021, Maharashtra, India

Contact Details: - **Phone** - 022-22882125 **email** - sobhagyamercantile9@gmail.com

Website: www.sobhagyaltd.com

To,

Date: 30th May, 2025

The Department of Corporate Services

BSE Limited

Phiroze Jeejeebhoy Towers

Dalal Street, Mumbai – 400001

Sub.: Annual Secretarial Compliance Report under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended 31st March, 2025

Scrip Code: 512014 (SOBHAGYA MERCANTILE LTD.)

Dear Sir / Madam,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; we are enclosing herewith the Annual Secretarial Compliance Report for the financial year ended 31st March 2025.

This is for your information and records.

Thanking You,

Yours faithfully,

For SOBHAGYA MERCANTILE LIMITED

Shrikant Mitesh Bhangdiya
Managing Director
(DIN-02628216)

Encl.: As above



**Secretarial Compliance Report of Sobhaygya Mercantile Limited
for the year ended March 31, 2025**

We have examined:

- (a) all the documents and records made available to us and explanation provided by **Sobhaygya Mercantile Limited, CIN: L45100MH1983PLC031671** ("the Listed Entity/ the Company")
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to prepare this certificate.

for the financial year ended on **March, 31, 2025 ("Review Period")** in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, Guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **Not Applicable to the Company during the review period**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - **Not Applicable to the Company during the review period**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; - **Not Applicable to the Company during the review period**
- (g) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not Applicable to the Company during the review period**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018; and circulars/ guidelines issued thereunder;

and based on the above examination and considering the relaxations granted by the Ministry of Corporate Affairs and Securities Exchange Board of India,



We hereby report that, during the Review Period:

- a. The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:

Refer Annexure "A" annexed to the Report

- b. The listed entity has taken the following actions to comply with the observations made in previous reports:

Refer Annexure "B" annexed to the Report

- c. We further report that, during the year under review the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	
Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
2.	<u>Adoption and timely updation of the Policies:</u> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes	
3.	<u>Maintenance and disclosures on Website:</u> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website	Yes	



4.	<u>Disqualification of Director:</u> None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	
5.	<u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u> • Identification of material subsidiary companies • Disclosure requirement of material as well as other subsidiaries	N.A.	The Listed Entity does not have any subsidiary
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	
Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	
8.	<u>Related Party Transactions:</u> • The listed entity has obtained prior approval of Audit Committee for all related party transactions; or • The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes N.A.	None
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	



10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	N.A.	None
12.	<u>Resignation of Statutory Auditors from the listed entity or its material subsidiaries</u> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of Chapter V of the Master Circular on compliance with the provisions of the SEBI LODR Regulations, 2015 by listed entities	N.A.	There was no resignation of statutory auditors from the Company
13.	<u>Additional Non-compliances, if any:</u> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. as reported above except	N.A.	None

*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'



We further, report that the listed entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2)(za) of the LODR Regulations. **Not Applicable**

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.
5. It is the responsibility of the Company's management to maintain records and establish appropriate systems for ensuring compliance with applicable SEBI Regulations, circulars, and guidelines issued from time to time and to ensure the adequacy and operational effectiveness of such systems.
6. The audit was conducted in accordance with the Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India (ICSI), involving such examinations and verifications as deemed necessary and adequate for the purpose.



Name of Practicing Company Secretary: Parag S. Dasarwar

Company Secretary

Membership No.: F9304

CoP No.: 8227

PR No.: 6716/2025

UDIN: Foo9304G000490070

Date : May 29, 2025

Place: Nagpur



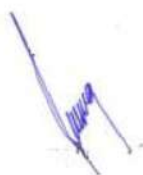
Annexure "A"

The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: –

Compliance Requirement (Regulations/Circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/Clarification/ Fine/Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company)	Management Response
Regulation 24A	SEBI (LODR) Regulations, 2015	Submission of Annual Secretarial Compliance Report (ASCR) for FY 2023-24 after due date	Bombay Stock Exchange Limited (BSE)	Fine	There has been late submission of ASCR to the stock exchange for FY 2023-24	Rs. 2,360	There has been a delay in submission of report under Regulation 24A, for which late fees has been paid by the Company	The Company has paid the late submission fees to the stock exchange and the same has been taken on record by the exchange
Regulation 38 of SEBI (LODR) Regulations, 2015,	SEBI (LODR) Regulations, 2015	Minimum Public Shareholding of the Company has fallen below 25% in the quarter ending on March 31, 2025	Bombay Stock Exchange Limited (BSE)	Clarification	Minimum Public Shareholding of the Company has fallen below 25% in the quarter ending on March		The Company has confirmed that the said change in public shareholding pattern below the threshold by 0.02% under Regulation 38 was made inadvertently and unintention	The Company has rectified, corrected and intimated to the stock exchange vide email dated May 26, 2025



					31, 2025		ally and the same has been rectified, corrected and intimated to the stock exchange vide email dated May 26, 2025	
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Name of Practicing Company Secretary: Parag S. Dasarwar

Company Secretary

Membership No.: F9304

CoP No.: 8227

PR No.: 6716/2025

UDIN: F009304G000490070

Date : May 29, 2025

Place: Nagpur



PDTs and Associates
COMPANY SECRETARIES

OFFICE : Flat No. 402, Plot No. Q-22, Laxmi Vasudeo Apartment, Laxmi Nagar,
Nagpur-440022, Maharashtra, India
E-MAIL: team@pdts.co.in
CONTACT NO.: +91 93560-44293

Annexure "B"

The listed entity has taken the following actions to comply with the observations made in previous reports: –

Compliance Requirement (Regulations/Circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action (Advisory/Clarification/Fine/Show Cause Notice/Warning, etc.)	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company)
N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.



Name of Practicing Company Secretary: Parag S. Dasarwar
Company Secretary
Membership No.: F9304
CoP No.: 8227
PR No.: 6716/2025
UDIN: F009304G000490070

Date : May 29, 2025
Place: Nagpur