

28th May 2024

Department of Corporate Affairs
BSE Limited
PJ Towers
Dalal Street, Fort,
Mumbai – 400 001.

Dear Sirs,

Sub: Submission of Annual Secretarial Compliance Report for the year ended 31.03.2024
Ref: SCRIP: 538942

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing the Annual Secretarial Compliance Report issued by Mr. R Kannan, KRA & Associates for the year ended 31.03.2024.

We request you to kindly take the above on record.

Yours Faithfully,
For **Mercantile Ventures Limited**

E N Rangaswami
(DIN No. 06463753)
Whole-time Director

Encl: As above.



KRA & ASSOCIATES
PRACTICING COMPANY SECRETARIES

PARTNERS

CS R.KANNAN

CS AISHWARYA

SRI SANKARA GURUKRIPA ILLAM

Regd OFF. : No. 6A, 10th Street,
New Colony, Adambakkam,
Chennai - 600 088

E -mail : gkrkgram@yahoo.in
Ph: 044 - 40051764

To,

Mercantile Ventures Limited

88, Mount Road Guindy,

Chennai -600032

CIN: L65191TN1985PLC037309

Sir,

Sub: Annual Secretarial Compliance Report of Mercantile Ventures Limited for the Financial year ended 31.03.2024

We, **KRA & ASSOCIATES**, Firm of Practising Company Secretaries, Chennai engaged by **Mercantile Ventures Limited** (herein referred to as the 'listed Company') bearing CIN: L65191TN1985PLC037309 whose equity shares are listed on the Bombay Stock Exchange Scrip Code: 538942 to issue the Annual Secretarial Compliance Report in terms of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended and read with Securities and Exchange Board of India Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023.

Our responsibility confines to verification of the compliances made by the Company with the provisions of all applicable Securities and Exchange Board of India Regulations and Circulars amended from time to time and issue report thereon;



It is the responsibility of the Company to maintain all the records, devise proper system to ensure such compliances in line with the provisions of Regulations and Circulars issued by SEBI.

Our audit in respect to issuance of this report was conducted in a fair, transparent manner and involved verification of records as necessary.

We are enclosing our Report as an attachment to this letter.

For KRA & Associates,

Practising Company Secretary

R. Kannan

N. No. F6718/ C.P.No.3363

P R No. 5562/2024

UDIN: F006718F000453670

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We, KRA & Associates, Firm of Practicing Company Secretaries have examined:

(a) all the documents and records made available to me and explanation provided by **Mercantile Ventures Limited ("the listed entity")**,

(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 make this certification, for the financial year from **01st April 2023 to 31.03.2024 ("Review Period")** in respect of compliance with the provisions of:

(i) the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") and the Regulations, circulars, guidelines issued thereunder; and

(ii) 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 during the Review Period.**

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - **Not applicable during the Review Period**

(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - **Not applicable during the Review Period**

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

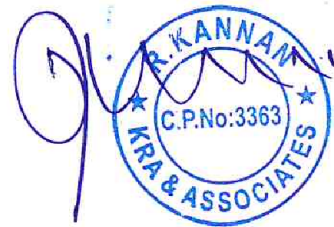
(h) Other circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

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PRACTICING COMPANY SECRETARIES

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:



S. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Reg. No./ Circular No.	Deviations	Action Taken By	Type of Action	Details of Violation	Fine Amount (Rs.)	Observations/ Remarks of the Practising Company Secretary (PCS)	Management Response
1	Holding of specified securities and shareholding Pattern	31	0.16% share of the Promoter holding is yet to be dematerialised	Company	NA	0.16% of shareholding of a promoter is not in dematerialised form	-	One promoter company holding 0.16% of shareholding could not dematerialize the shares since the company is under liquidation.	The shares held by First Leasing Co. Of India Limited, one of the promoter, could not be dematerialized since the promoter company is under liquidation.



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(b) The listed entity has taken the following actions to comply with the observations made in previous reports



S. No.	Observations/ Remarks Of the Practicing Company Secretary in the previous reports FY 2022-2023 (PCS)	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
<p>The listed entity has taken appropriate actions to comply with the observations made in the previous audit period of 2022-23 and addressed the identified issues and ensured compliance with applicable regulations and standards. Based on our comprehensive review, we are pleased to state that no further observations or remark in this regard</p>					

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PRACTICING COMPANY SECRETARIES

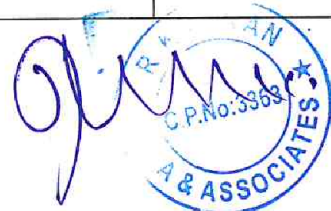
We hereby report that, during the **Review Period** the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	None
2.	<p>Adoption and timely updation of the policies:</p> <ul style="list-style-type: none"> • 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	None
3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> • 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	None
4.	<p>Disqualification of Director:</p> <p>None of the Director(s) of the Company is / are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	None

**KRA & ASSOCIATES
PRACTICING COMPANY SECRETARIES**

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t:</p> <p>(a) Identification of material subsidiary companies.</p> <p>(b) Disclosure requirement of material as well as other subsidiaries.</p>	Yes	The Company have identified and there was Material subsidiary Company of the Company during the review period.
6.	<p>Preservation of Documents:</p> <p>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.</p>	Yes	None
7.	<p>Performance Evaluation:</p> <p>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.</p>	Yes	None
8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the audit committee.</p>	Yes	The Company has obtained prior approval of Audit Committee for all Related Party Transactions.



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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
9.	<p>Disclosure of events or information: 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.</p>	Yes	None
10.	<p>Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	None
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any: 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.</p>	Yes	None
12.	<p>Resignation of statutory auditors from the listed entity or its material subsidiaries: 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 LODR Regulations by listed entities</p>	Yes	There was no resignation of statutory auditors during the Review Period.
13.	<p>Additional non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	Yes	None




KRA & ASSOCIATES PRACTICING COMPANY SECRETARIES



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 report 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 account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) 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.

Place: Chennai

Date: 27.05.2024

**For KRA & ASSOCIATES,
Practicing Company Secretaries**



R. KANNAN
Senior Partner

M. No. F6718/CP No.:3363

UDIN: F006718F000453670

P R No. 5562/2024