

SURAT TRADE AND MERCANTILE LIMITED

(Formerly known as Surat Textile Mills Limited)

Date: 6th May, 2025

**BSE Limited,
Corporate Relation Department,
14th Floor, P.J. Towers,
Dalal Street, Fort,
Mumbai 400001
Scrip Code: 530185**

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

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, please find enclosed the Annual Secretarial Compliance Report issued by Jigar Vyas & Associates, Practicing Company Secretaries, for the year ended 31st March, 2025.

This is for your information and record.

Thanking you,

Yours faithfully,
For Surat Trade and Mercantile Limited

MAHEK

GAURAV JAJU

Digitally signed by MAHEK
GAURAV JAJU
Date: 2025.05.06 10:34:00
+05'30'

**Mahek Gaurav Jaju
Company Secretary and Compliance Officer**

Encl.: As above.

The logo consists of the letters 'S', 'T', and 'M' in a stylized, blue, serif font. The 'S' and 'M' are larger and more prominent, with the 'T' positioned between them, slightly smaller and centered.

To

The Board of Directors,
Surat Trade and Mercantile Limited,
Tulsi Krupa Arcade, 6th Floor,
Near Aai Mata Chowk,
Puna-Kumbharia Road, Dumbhal,
Surat 395010, Gujarat.

Annual Secretarial Compliance Report for the Financial Year Ended 31st March, 2025

I have been engaged by **Surat Trade and Mercantile Limited** (hereinafter referred to as 'the Company') bearing **CIN: L17119GJ1945PLC000214** whose equity shares, are listed on BSE Limited (Security Code : 530185) to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) as amended, read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

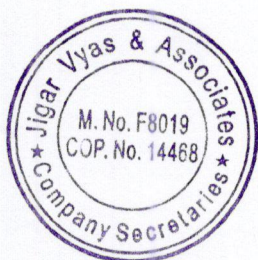
Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity. My responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.

I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.

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.

Annual Secretarial Compliance Report is enclosed.

JIGAR KAMLESH VYAS
Proprietor
Membership No.: 8019
COP No.: 14468



Date: 02/05/2025
Place: Surat

**SECRETARIAL COMPLIANCE REPORT OF
SURAT TRADE AND MERCANTILE LIMITED
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2025
[Pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015]**

To

**The Board of Directors,
Surat Trade and Mercantile Limited,
Tulsi Krupa Arcade, 6th Floor,
Near Aai Mata Chowk,
Puna-Kumbharia Road, Dumbhal,
Surat 395010, Gujarat.**

I have examined:

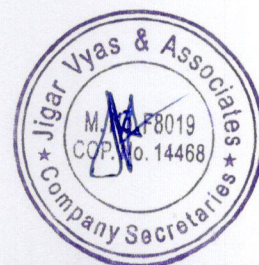
- (a) all the documents and records to the extent made available to me and explanations and representations provided by **Surat Trade and Mercantile Limited** ("the listed entity");
- (b) the filings/ submissions made by the listed entity to the Stock Exchanges;
- (c) website of the listed entity i.e. www.stml.in;
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification;

for the financial year ended 31st March, 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 (including amendments, modifications from time to time), 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 (**LODR**) and amendments from time to time;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time - **Not applicable as there was no reportable event during the review period;**
- (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 as there was no reportable event during the review period;**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 - **Not applicable as there was no reportable event during the review period;**



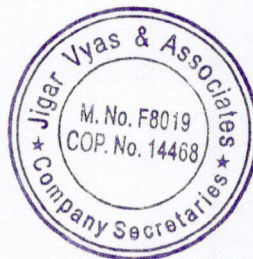
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - **Not applicable as there was no reportable event during the review period;**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;
- (i) Securities and Exchange Board of India (Registrar to an issue and Share Transfer Agents) Regulations, 1993;

and circular, guidelines issued thereunder;

Based on the above examination, I hereby report that, during the review period:

- (a) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- (b) In terms of the BSE Circular No: 20230410-41 dated 10 April, 2023, and amendments therein, our affirmations, are annexed as **Annexure -- A** to the report.
- (c) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matter specified in **Annexure -- B** to the report
- (d) The listed entity has complied with the provisions of Para 6 of Circular No. CIR/ CFD/ CMD1/114/2019 issued by SEBI on 18 October, 2019 in terms of appointment of Statutory Auditors / Resignation of Statutory Auditors of Listed Entity- **No reportable event during the period under review.**
- (e) The listed entity has taken the actions specified in **Annexure -- C** to the report, to comply with the observations made in previous reports.

Place: Surat
Date: 2nd May, 2025



For Jigar Vyas & Associates
Company Secretaries

JIGAR KAMLESH VYAS

Proprietor

FCS No.: 8019

C.P. No.: 14468

UDIN: F008019G000257081

Peer Review Certificate No.:2273/2022

Annexure - A

I 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 Practicing Company Secretary (PCS)
1.	Secretarial Standards: 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.	Yes	The Listed entity has generally complied with the requirements of SS-1 and SS-2 respectively in respect of meetings of the Board and its Committees thereof and General meetings of Members as notified by the Central Govt under Section 118 (10) of the Companies Act, 2013.
2.	Adoption and timely updation of the Policies: a) All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. b) 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.	Maintenance and disclosures on Website: a) The Listed entity is maintaining a functional website. b) Timely dissemination of the documents/ information under a separate section on the website. c) 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.	Disqualification of Director: 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	None

5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	Not Applicable	The Company did not have a subsidiary during the year under review.
6.	Preservation of Documents: 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	None
7.	Performance Evaluation: 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	None
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) 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	None
9.	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.	Yes	None
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11.	Actions taken by SEBI or Stock Exchange(s), if any: No Actions 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	Yes	No actions were taken by SEBI or by Stock Exchanges during the Review Period including under the Standard Operating Procedures issued by SEBI

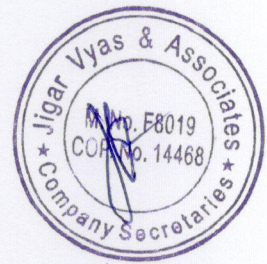
JIGAR VYAS & ASSOCIATES

Company Secretaries



JIGAR VYAS F.C.S., B.Com.

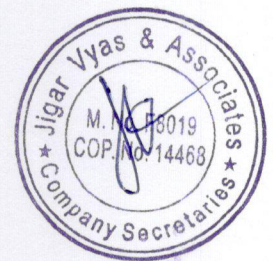
			through various circulars.
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	Regulation 44(3): Non-submission of the voting results within the period provided under this regulation. Details will be provided as below.



Annexure - B

(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:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks by PCS	Management response	Remarks
1.	Regulation 44(3): Non-submission of the voting results within the period provided under this regulation.	Regulation 44(3) of SEBI (LODR) Regulations, 2015	Non-submission of the voting results within the period provided under this regulation.	BSE	Fine was imposed by BSE	BSE observed that there was Non-submission of the voting results within the period provided under this regulation.	Rs. 10,000 + GST@ 18%.	The Company paid the penalty imposed by BSE.	The Company paid the penalty imposed by BSE.	-





JIGAR VYAS & ASSOCIATES

Company Secretaries

JIGAR VYAS FCS, B.Com.

Annexure - C

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

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks by PCS	Management response	Remarks
1.	Regulation 30(2) read with Clause 1 of Part A of Schedule III along with Regulation 30(6)(iii) and Regulation 30(13) of SEBI (LODR) Regulations, 2015 states that events with respect to Acquisition, Scheme of Arrangement (Amalgamation) requires disclosure of such event to the Stock Exchange. It further provides that in case such an event is required to be disclosed, any such communication from any	Regulation 30(2) read with Clause 1 of Part A of Schedule III along with Regulation 30(6)(iii) and Regulation 30(13) of SEBI (LODR) Regulations, 2015	Non-compliance w.r.t. timely disclosure of event of pronouncement of Order of Amalgamation by Hon'ble NCLT Ahmedabad bench on 07/09/2022	SEBI	An Administrative Warning letter for non-compliance of SEBI (LODR) Regulation 2015 was issued on February 05, 2024	SEBI had observed that there was a delay in disclosure to stock exchange about the order on amalgamation pronounced by Hon'ble NCLT Ahmedabad bench on September	No fine was imposed but only an Administrative Warning letter was issued by SEBI on February 05, 2024	The Order on Amalgamation was pronounced by NCLT Ahmedabad bench on September 07, 2022 however the Copy of the Order was not available on NCLT Website and in absence of	The Order pronounced by NCLT Ahmedabad bench on September 07, 2022 on NCLT Website and the details were known to the Company, the disclosure was immediately made to Stock	This deviation was reported in the report for FY ended 31 st March, 2024. The Management Response is self-explanatory

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JIGAR VYAS & ASSOCIATES

Company Secretaries



JIGAR VYAS F.C.S., B.Com.

regulatory shall be disclosed alongwith the event or information, unless disclosure of such communication is prohibited by such authority.	2	07,22	the same disclosure was delayed.	Exchange.
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Date: 02/05/2025
Place: Surat

For Jigar Vyas & Associates
Company Secretaries



[Handwritten Signature]

JIGAR KAMLESH VYAS

Proprietor

FCS No.: 8019

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