

To
BSE Limited
Department of Corporate Services – Listing
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

May 30, 2025

Scrip Code: 512329

Re: Annual Secretarial Compliance Report for the Financial Year ended 31st March, 2025

Dear Sir/Madam,

In terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with relevant circulars, please find enclosed herewith Annual Secretarial Compliance Report dated 30th May 2025, for the financial year ended March 31, 2025, issued by M/s Kuldeep Dahiya & Associates, Practising Company Secretaries.

This is for your kind information and necessary records.

Yours faithfully,
For SG Mart Limited

Sachin Kumar
Company Secretary
ICSI M. No. A61525

Place: Noida
Encl: a/a

SG MART LIMITED

(formerly known as Kintech Renewables Limited)

Registered Office: H. No. 37, Ground Floor, Hargovind Enclave, Vikas Marg, Delhi-110092
Corporate Office: A-127, Sector-136, Noida, Gautam Buddha Nagar, Uttar Pradesh-201305
Tel: 011-44457164 | Email: compliance@sgmart.co.in
Website: www.sgmart.co.in | CIN: L46102DL1985PLC426661

Kuldeep Dahiya & Associates

Company Secretaries

Village – Badhkhalsa,
P.O. Rai, Sonapat
Haryana -131029
Mobile No. 8860290215
Kuldeepdahiya1989@gmail.com

To,

The Board of Directors
SG Mart Limited
37, Hargobind Enclave, Vikas Marg,
Delhi- 110092

Dear Sir(s),

Annual Secretarial Compliance Report for the financial year ended March 31, 2025.

We have been engaged by **SG Mart Limited** whose equity shares are listed on BSE Limited [Security Code: 512329] to conduct an audit and issue Annual Secretarial Compliance Report in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 and SEBI Master Circular dated November 11, 2024 read with Circular dated December 31, 2024 in accordance with the various circulars issued by Stock Exchanges from time to time.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with the provisions of all applicable SEBI Regulations and circulars/guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the company with the provisions of all applicable SEBI Regulations and circulars/guidelines issued there under from time to time and issue a report thereon.

The Audit was conducted in accordance with the Guidance Note on Secretarial Compliance Report issued by The Institute of Company Secretaries of India "ICSI". The Annual Secretarial Compliance Report is enclosed herewith.

Place: New Delhi
Date: 30th May, 2025

For Kuldeep Dahiya & Associates
Company Secretaries

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Kuldeep Dahiya
Proprietor
ACS No.: 34404
CP No.: 18930
UDIN: A034404G000510616
PR: 2581/2022
PR Unique Code: S2017HR515900

Annual Secretarial Compliance Report of SG Mart Limited for the financial year ended March 31, 2025

We, Kuldeep Dahiya & Associates, a firm of Practicing Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by **SG Mart 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 Report.

for the financial year ended 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) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) as amended;
- (b) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended;
- (c) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended;
- (d) SEBI (Buyback of Securities) Regulations, 2018 as amended: **Not Applicable to the Company during the review period;**
- (e) SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as amended;
- (f) SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 as amended: **Not Applicable to the Company during the review period;**
- (g) SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended;
- (h) (Other regulations as applicable) and circulars/ guidelines issued thereunder:
 - a) SEBI (Prohibition of Fraudulent and Unfair Trade Practices related to Securities Market), Regulations 2003 as amended;
 - b) SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 as amended;
 - c) SEBI (Depositories and Participants) Regulations, 2018

and based on our examination and verification of the documents and records produced to us and according to the information and explanations given to us by the Company, we hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified in **"Annexure A"**.
- (b) The listed entity has taken the following actions to comply with the observations made in previous reports in respect of the matters specified in **"Annexure B"**.

I. 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><u>Secretarial Standards:</u></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).</p>	Yes	-
2.	<p><u>Adoption and timely updation of the Policies:</u></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. 	<ul style="list-style-type: none"> • Yes • Yes 	-
3.	<p><u>Maintenance and disclosures on Website:</u></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. 	<ul style="list-style-type: none"> • Yes • Yes • Yes 	-
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director(s) of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	-
5.	<p><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></p> <p>(a) Identification of material subsidiary companies.</p>	(a) NA	During the review period, a wholly owned subsidiary of the Listed entity in the name of

	(b) Disclosure requirement of material as well as other subsidiaries.	(b) Yes	"SG Super 101 Private Limited" has been incorporated on August 06, 2024.
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	-
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> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; (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.	(a) Yes (b) NA	As the company has obtained prior approval of Audit Committee for all related party transactions so point 8(b) is not applicable
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.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>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 (or)</p> <p>The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.</p>	No	No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges except a fine under the Standard Operating Procedures (SOP) has been imposed on the company in respect of the matter described in "Annexure A" to this report.
12.	<p><u>Resignation of statutory auditors from listed entities or their material subsidiaries:</u></p> <p>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	During the period under review, the Statutory Auditors of the Listed Entity resigned, effective from the close of business hours on April 16, 2024, via their resignation letter dated April 13, 2024.
13.	<p><u>Additional non-compliances, if any:</u></p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	NA	-

We further, report that the listed entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations.

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 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.

Place: New Delhi
Date: 30th May, 2025

For Kuldeep Dahiya & Associates
Company Secretaries

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Kuldeep Dahiya
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PR: 2581/2022
PR Unique Code: S2017HR515900

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:

S.No	Compliance Requirement (Regulations/ circulars/ guide-lines including specific clause	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary (PCS)	Management Response-	Remarks
1.	Regulation 19(1) & 19(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 19(1) & 19(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Non-compliance with the Composition of Nomination and Remuneration Committee for the quarter ended June 2024.	Bombay Stock Exchange Limited (“BSE”)	Fine imposed by BSE under the Standard Operating Procedures (SOP circulars) and in accordance with the Fines as per SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020.	Non-compliance of Composition of Nomination and Remuneration Committee for the quarter ended June 2024.	₹ 35,400/-	<p>Upon reviewing the company's records, including NRC and Board minutes during the quarter ended June 30, 2024, we noted the following:</p> <p>The NRC Committee was reconstituted on April 16, 2024, with Mr. Prakash Kumar Singh (Non-Executive Independent Director) ceasing to be a member and Chairperson, and Mr. Dukhbandhu Rath (Non-Executive Independent Director) being</p>	<p>In compliance with Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had duly filed the Corporate Governance Report for the quarter ended June 30, 2024, on July 20, 2024.</p> <p>Subsequently, on August 8, 2024, the Company received a communication via email from BSE Limited</p>	<p>The company has informed us that the NRC Committee's composition is in due compliance with regulations and is taking up the matter with BSE regarding the fine imposed.</p>

								<p>appointed as member and Chairperson. However, this change was inadvertently not captured in the Corporate Governance Report for the quarter ended June 30, 2024. Upon receiving an email communication from BSE, a revised report was filed.</p> <p>A fine of ₹35,400 was imposed on the company for non-compliance with the composition of the NRC Committee for the quarter ended June 2024. The company has informed us that the NRC Committee's composition is in due compliance with regulations and is taking up the matter with BSE regarding the fine imposed.</p>	<p>pointing out an inadvertent omission in the said report regarding the composition of the Committees of the Board of Directors. The omission was purely unintentional and occurred despite the Company's adherence to applicable compliance procedures.</p> <p>BSE, through the same communication, provided the Company an opportunity to rectify the said omission and submit a revised Corporate Governance Report. In accordance with this direction, the Company filed the revised report on August 16, 2024, after incorporating the</p>	
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									<p>necessary corrections.</p> <p>It is important to note that the omission did not result from any non-compliance or breach of applicable regulations, but was an inadvertent clerical error. As on date, the Company has not received any communication from BSE Limited regarding the imposition of any fine or penalty in connection with this matter. Further, no such information is available on the BSE's listing compliance portal.</p> <p>The Company remains committed to maintaining the highest standards of corporate</p>	
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									governance and regulatory compliance.	
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Place: New Delhi
Date: 30th May, 2025

For Kuldeep Dahiya & Associates
Company Secretaries

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Annexure 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 (PCS)	Observations made in the secretarial compliance report for the year ended ---(the years are to be mentioned)	Compliance Requirement (Regulations/ circulars/ guide-lines including specific clause)	Details of Violation/deviations and action 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
NOT APPLICABLE						

Place: New Delhi
Date: 30th May, 2025

For Kuldeep Dahiya & Associates
Company Secretaries

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