

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,
Department of Corporate Service (DCS-CRD)
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai - 400001

Date: 27/02/2024

Subject: Submission of Notice of Postal Ballot.

Scrip Code: 512014 (SOBHAGYA MERCHANTILE LTD.)

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find enclosed herewith a copy of the Postal Ballot Notice of Sobhagya Mercantile Limited ("the Company") dated 27th February, 2024 along with explanatory statement, for seeking approval of the Members of the Company to transact the special business as set out below and as contained in the Postal Ballot Notice ("Notice") by passing Ordinary Resolution/ Special Resolution, as applicable, through Postal Ballot only by way of remote e-voting process.

Sr. No.	Description of Resolution	Type of Resolution
1.	Increase in Authorized Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association of the Company:	Ordinary
2.	Alteration of Articles of Association of the Company	Special

The said Notice is also being made available on the website of the Company at www.sobhagyaltd.com. and on the website of NSDL at www.evoting.nsdl.com.

Following are the major timeline, as mentioned in the notice of the Postal Ballot:

Cut-off date for e-voting	Friday, 23 rd February, 2024
E-voting start date and time	Thursday, 29 th February, 2024 at 10:00 a.m. (IST)
E-voting end date and time	Friday, 29 th March, 2024 at 5:00 p.m. (IST)

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Website: www.sobhagyaltd.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended]

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ("Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("Rules"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), in compliance with the General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), any circular issued by the Securities and Exchange Board of India ("SEBI Circulars") and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, as amended from time to time and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) for seeking the approval of the Members of Sobhagya Mercantile Limited ("The Company") to transact the Special Business as set out below and as contained in the Postal Ballot Notice dated 27th February, 2024 ("Notice"), by passing Ordinary Resolution/Special Resolution, as applicable, through postal ballot, only by way of remote e-voting process.

SPECIAL BUSINESS:

1. Increase in Authorized Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association of the Company:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder (including any

statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in accordance with the provisions of the Articles of Association of the Company and as approved by the Board of Directors, consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 50,000,000/- (Rupees Five Crores Only) divided into 5,000,000 (Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 200,000,000/- (Rupees Twenty Crores Only) divided into 20,000,000 (Two Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking pari-passu in all respects with the existing equity shares of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Section 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for alteration of the existing Clause V of the Memorandum of Association of the Company by substituting first three lines by following lines as mentioned hereunder.

V. The Authorized Share Capital of the Company is Rs. 200,000,000/- (Rupees Twenty Crores only) divided into 20,000,000 (Two Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each.”

“RESOLVED FURTHER THAT The Board of Directors of the company be and is hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents as may be required, and to do all such acts, deeds, matters and things as may be necessary and incidental to give effect to this resolution.”

2. Alteration of Articles of Association of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other requisite approvals, if any, required from appropriate authorities, consent of the members of the Company be and is hereby accorded for alteration of Article 3 of the Articles of Association of the Company such that:

The existing Article 3 be replaced by and substituted with the following new Article 3:

“The Authorized Share Capital of the Company shall be as per Clause V of the Memorandum of Association of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents as may be required, and to do all such acts, deeds, matters and things as may be necessary and incidental to give effect to this resolution.”

**For and on behalf of the Board of Directors of
Sobhagya Mercantile Limited**

Sd/-
Shrikant Bhangdiya
Managing Director
(DIN: 02628216)

Place: Nagpur

Date: 27th February, 2024

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

Tel: 022-22882125

Email: sobhagyamercantile9@gmail.com **Website:** www.sobhagyaltd.com

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NOTES:

1. The relevant explanatory Statement pursuant to the provisions of Section 102 of the Act read with Section 110 of the Act and Rule 22 of the Rules, as amended, setting out the material facts relating to the aforesaid resolutions and the reason thereof is annexed hereto and forms part of this Notice.
2. In compliance with the MCA Circulars and the SEBI Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose email addresses are registered either with the Company or the Register & Share Transfer Agent (the 'RTA') of the Company (**Purva Shareregistry (I) Private Limited**) or their respective Depository Participants as on **Friday, 23rd February, 2024** (i.e. the 'Cut-off Date'). The members holding shares in dematerialized mode are requested to register / update their KYC details including email address with their respective depository. The members holding shares in physical form are requested to register / update their KYC details including email address by submitting duly filled and signed form ISR-1 to RTA of the Company.
3. The Company is providing the facility of remote e-voting to its members and has engaged the services of National Securities Depository Limited (the 'NSDL') for this purpose. The members are requested to go through the detailed "INSTRUCTIONS FOR E-VOTING" and Notes appended to the Postal Ballot Notice.
4. Members may note that the Postal Ballot Notice will also be available on the website of the Company (www.sobhagyalttd.com) and also on the website of the Stock Exchange where the equity shares of the Company are listed i.e. BSE Limited (www.bseindia.com) and on the website of the e-voting agency, NSDL (www.evoting.nsd.com).
5. The remote e-voting period shall **commence on Thursday, 29th February, 2024 at 10:00 a.m. (IST)** and shall **end on Friday, 29th March, 2024, at 5.00 p.m. (IST)**. Members are requested to record their Assent or Dissent on the resolution set out in this Postal Ballot Notice through the remote e-Voting process not later than 5.00 p.m. (IST) on **Friday, 29th March, 2024**. Remote e-Voting shall be disabled by NSDL immediately thereafter. During this period, the members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. .
6. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. The voting rights of eligible members shall be in proportion to their share(s) in the paid-up equity share capital of the Company as on the Cut-off Date. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only.
7. The manner of voting, including voting remotely by (A) individual shareholders holding shares in demat mode and (B) shareholders other than individual shareholders holding shares in demat mode and shareholders holding shares in physical mode, is appearing under "INSTRUCTIONS FOR E-VOTING" in this Notice. Members are requested to read the same carefully.

8. The Board of Directors of the Company has appointed Mr. Parag Dasarwar, Practicing Company Secretary, Nagpur, as a Scrutinizer (the 'Scrutinizer') to scrutinize the remote e-voting process in a fair and transparent manner.

9. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before 1st April, 2024 and will be communicated to the Stock Exchange and uploaded on the Company's website at www.sobhagyald.com and on the website of the NSDL at www.evoting.nsdl.com.

10. The resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a general meeting of the members.

11. The Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company, during Office hours, on any working day up the date of closure of remote e-voting period i.e. Friday 29th March, 2024.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to

	<p>enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will

	authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the

company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pdcsongp@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to NSDL at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to sobhagyamercantile9@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to sobhagyamercantile9@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013

The following statement sets out all the material facts relating the Resolution Nos. 1 to 2 to be passed as mentioned in the accompanying Notice:

Item No. 1 and 2:

The existing Authorized Share Capital of the Company is Rs. 50,000,000/- (Rupees Five Crores only) divided into 5,000,000 (Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each.

In order to facilitate issuance of equity shares by way of a Rights Issue which was approved by the Board of directors at its meeting held on 12th August, 2023 and for further requirements, if any, the Board at its Meeting held on Tuesday, 27th February, 2024, has accorded its approval for increasing the Authorised Share Capital from existing Rs. 50,000,000/- (Rupees Five Crores Only) divided into 5,000,000 (Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 200,000,000/- (Rupees Twenty Crores Only) divided into 20,000,000 (Two Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each subject to shareholder's approval.

It is therefore proposed to increase the Authorised Share Capital from existing Rs. 50,000,000/- (Rupees Five Crores Only) divided into 5,000,000 (Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 200,000,000/- (Rupees Twenty Crores Only) divided into 20,000,000 (Two Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each by creating additional 15,000,000 (One Crore and Fifty Lakhs) Equity Shares of Rs. 10/- each (Rupees Ten only)." ranking pari-passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

The increase in the Authorised Share Capital as aforesaid would also require consequential alteration to the existing Clause V of the Memorandum of Association of the Company and Article 3 of the Articles of Association of the Company.

Pursuant to the provisions of Sections 13, 61, 14 and other applicable provisions of the Companies Act, 2013 and rules made thereof, the said increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company and Article 3 of the Articles of Association of the Company requires approval of the members of the Company.

Further, in terms of the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the approval of the Members is sought to increase the Authorized Share Capital as well as to consequently alter the Capital Clause V of the Memorandum of Association and Article 3 of the Articles of Association of the Company through Postal Ballot.

Draft copy of the altered Memorandum of Association and Articles of Association will be available for inspection at the registered office of the Company during office hours on any working day of the Company up to the date of closure of remote e-voting period i.e. Friday, 29th March, 2024.

Accordingly, The Board recommends the Ordinary Resolution as set out at Item No. 1 and Special Resolution as set out at Item No.2, in the accompanying Postal Ballot Notice dated 27th February, 2024 for the approval of the members of the Company.

None of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution(s) set out at Item Nos.1 and 2 of this Notice except to the extent of their shareholding if any, in the Company.

**For and on behalf of the Board of Directors of
Sobhagya Mercantile Limited**

Sd/-
Shrikant Bhangdiya
Managing Director
(DIN: 02628216)

Place: Nagpur

Date: 27th February, 2024

Registered Office: B-61, Floor 6, Plot No. 210, B-Wing, Mittal Tower, Free Press Journal
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