



Ref: D/2025-26/08

Date: 28.05.2025

To,
Listing Department
National Stock Exchange of India Limited
'Exchange Plaza'. C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051
Symbol: SBC

To,
Listing Department
BSE Limited
P.J. Towers, Dalal Street
Mumbai-400001
Scrip Code: 542725

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

Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with Clause 3(b)(iii) of SEBI Circular No. CIR/CFD/CMDI/27/2019 dated 8th February, 2019, please find enclosed herewith the Annual Secretarial Compliance Report of the Company for the financial year ended 31st March, 2025, issued by M/s Kumar Mandal & Associates, Practicing Company Secretary and Secretarial Auditor of the Company.

This information will also be made available on the Company's website at www.sbcexportslimited.com. This is for your information and records.

This is for your information and records.

Thanking You

For SBC Exports Limited

Hari Om
Digitally signed
by Hari Om
Sharma
Sharma
Date: 2025.05.28
18:27:41 +05'30'

Hariom Sharma
Company Secretary and Compliance Officer
M. No. A41738

CIN: L18100UP2011PLC043209

Corp. Office : 49/95, Site-IV, Sahibabad Industrial Area, Ghaziabad, Uttar Pradesh - 201010

Head Office : 9, Lohiya Talab, Chhoti Basahi, P.O. Vindhyachal Mirzapur, Uttar Pradesh - 231307

Tel. : 0120-2895246, Customer Care : +8303-300-100, E-mail : info@sbceportslimited.com, Web. : www.sbcceportslimited.com

**Annual Secretarial Compliance Report of SBC Exports Limited
for the Financial Year ended 31st March, 2025**

To,
The Board of Directors
SBC Exports Limited
9, Lohiya Talab, Choti Basahi P.O.: Vindhyachal
Mirzapur, U.P.: - 231307

We, M/s Kumar Mandal & Associates, Practicing Company Secretaries, have examined:

- (a) All the documents and records made available to us and explanation provided by **SBC EXPORTS 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 on 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, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(To the extent applicable)**
- c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers)



Regulations, 2011; **(To the extent applicable)**

- d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **(Not Applicable to the Company during the Audit Period)**
- e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - **(Not Applicable to the Company during the Audit Period)**
- f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; - **(Not Applicable to the Company during the Audit Period)**
- g) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client to the extent of securities issued;
- i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - **(Not applicable to the Company during the Audit Period)**
- j) The Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018; and Circulars/ Guidelines issued thereunder;

and based on the above examination, 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:

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 of the Practicing Company Secretary	Management Response	Remarks
1.	Advertisement	As per	NA	NA	NA	The	NA	Advertisement	NA	NA



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	nts in Newspapers As per Regulation 47 (4) of the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015	Regulation 47 (4) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015				financial results not published in the language of the region, where the registered office of the company is situated i.e. Hindi		nts in newspapers shall be published in at least one English language national daily newspaper and in one daily newspaper published in the language of the region		
2.	Filing of Announcements pertaining to Closure of Trading Window in XBRL format on BSE listing centre As per BSE Notice No. 20231208-34 dated 08 Dec 2023	As per BSE Notice No. 20231208-34 dated 08 Dec 2023	NA	NA	NA	The intimation in XBRL regarding trading window closure for meeting held on July 26, 2024 was not done to NSE within the prescribed time limit due to some technical issue. However, the same was	NA	As per BSE circular dated 08 Dec 2023 the intimation in XBRL shall be made within 24 hrs of submission of Pdf. however, the intimation regarding trading window closure was made on 04/07/2024 or the Board Meeting held on July 26, 2024.	NA	NA



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						uploaded timely on BSE.				
3.	Approval by the shareholders in a general meeting As per Regulation 17 (1D) of the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015	As per Regulation 17 (1D) of the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015	NA	NA	NA	The company has not taken approval from shareholders to continue Mrs. Deepika Gupta as director serving on the board of directors of the company.	NA	The company has not taken approval from shareholders to continue Mrs. Deepika Gupta as director serving on the board of directors of the company.	NA	NA
4.	In-principle approval approving the Bonus issue As per SEBI Circular CIR/CFD/PoD/2024/122 dated September 16, 2024.	As per SEBI Circular CIR/CFD/PoD/2024/122 dated September 16, 2024.		Advisory Letter issued by NSE	Advisory Letter issued by NSE	It was observed that the meeting of the Board of Directors of the Company to approve the Bonus issue was held on January 24, 2025.	NA	It was observed that the meeting of the Board of Directors of the Company to approve the Bonus issue was held on January 24, 2025. However, the issuer has submitted	NA	NA



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						However, the issuer has submitted the In-principal approval application on February 27, 2025, which is beyond the stipulated timeline.		the In-principal approval application on February 27, 2025, which is beyond the stipulated timeline.		
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/Remarks of the Practicing Company Secretary (PCS) in the previous reports)	Observations made in the Secretarial Compliance report for the year ended 31st March, 2024	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
1.	The composition of board of directors Delayed Compliance with Regulation	The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive	The composition of board of directors As per Regulation 17(1) of the	There was a delay of 5 days to appoint Independent Directors for the composition	The company had appointed Independent Directors later on to constitute	The company had appointed Independent Directors later on to constitute proper board of directors



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17(1) of the Listing Regulations.	Directors and Independent Directors, however there was a delay of 5 days to appoint Independent Directors for the composition of proper board of directors of the Company.	SEBI (Listing Obligations and Disclosures Requirement s), 2015 for the quarter ended September 2023.	of proper board of directors of the Company.	proper board of directors of the Company and the company had deposited the amount of Rs. 29,500/- (including GST) to BSE Limited on 30/11/2023	the Company and the company had deposited the amount of Rs. 29,500/- (including GST) to BSE Limited on 30/11/2023.
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- I. We hereby report that, during the Review Period 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	None
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity. All the policies are in conformity 	Yes	None



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	with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI.		
3.	<u>Maintenance and disclosures on Website:</u> <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.	<u>Disqualification of Director:</u> None of the Directors of the Company 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.	Yes	We have examined that M/s Mauji Trip Limited is a material subsidiary as net worth is crossing the threshold limit prescribed in SEBI (Listing Obligations and Disclosures Requirements), 2015 as on 31.03.2024.
6.	<u>Preservation of Documents:</u> The listed entity is preserving and	Yes	None



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	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.		
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	None
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	Yes	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	None
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None



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11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the company/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) the actions taken against the company/its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	NA	No actions were taken against the company/its promoters/directors/subsidiaries either by SEBI or by Stock Exchanges.
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 LODR Regulations by listed entities.	NA	There is no resignation of statutory auditors from the company or its material subsidiaries occurred during the financial year 2024-25.
13.	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	None

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) (2) of the LODR Regulations. **NA**



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Assumptions & limitation of scope and review:

1. The 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: New Delhi
Dated: 28.05.2025



For Kumar Mandal & Associates
(Company Secretaries)
Firm Registration Number: S2016DE419800
Peer Review Certificate No. 3129/2023


Asim Kumar Mandal
(Proprietor)
FCS No. 12516/CP No. 17039
UDIN: F012516G000473669