

SOBHAYGYA MERCANTILE LIMITED

CIN: L51900MH1983PLC031671

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.sobhagyamercantile.com

To,

Date: 24/02/2020

BSE Limited

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai - 400001

Subject: Intimation of the Notice of the Extra Ordinary General Meeting of the Company to be held on **Monday, 16th Day of March, 2020** under Regulation 29 (1) (a) of SEBI (LODR) Regulation, 2015.

Scrip Code: 512014 (SOBHAGYA MERCHANTILE LTD.)

Dear Sir/Madam,

With reference to the subject cited above, we enclosed herewith the Notice of the Extra Ordinary General Meeting to be held on Monday, 16th Day of March, 2020 at 03.00 PM at Registered Office of the Company at B-61, Floor 6, Plot No 210, B Wing, Mittal Tower, Free Press Journal Marg, Nariman Point, Mumbai City 400021.

This is for the information and records of the Exchange, please take it on record.

Thanking you.

Yours faithfully,

FOR SOBHAYGYA MERCANTILE LIMITED



Shrikant Bhangdiya

Director

(DIN-02628216)

SOBHAYGYA MERCANTILE LIMITED

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NOTICE

Notice is hereby given that the First (01/2019-2020) Extra Ordinary General Meeting of FY 2019-2020 of members of M/s. Sobhaygya Mercantile Limited will be held on Monday, the 16th day of March, 2020 at 03.00 P.M. at the Registered Office of the Company situated at B-61, Floor 6, Plot No. 210 B Wing, Mittal Tower, Free Press Journal Marg, Nariman Point, Mumbai City 400021 to transact the following business:

SPECIAL BUSINESS:

1. Appointment of Mr. Prashant Kumar Lahoti (DIN: 00091140) as Independent Director of the Company

To consider, and if thought fit, to pass, with or without modifications, the following resolution as Ordinary Resolution:

"**RESOLVED THAT** pursuant to provisions of Section 152 read with Rule 8, 9 and 14 of Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and provisions of the Articles of Association of the Company, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to appoint Mr. Prashant Kumar Lahoti having DIN 00091140, as Independent Director of the Company for the period of Five Years with effect from 16th March, 2020."

"**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to file Form DIR-12 with the Registrar of Companies, to make necessary entries in the Statutory registers of the company and to do all such acts/ deeds/ things as may deem fit to give effect to this resolution."

2. AUTHORITY TO INCREASE BORROWING POWERS OF THE BOARD UNDER SECTION 180 OF THE COMPANIES, ACT, 2013:

To consider, and if thought fit, to pass, with or without modifications, the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or any Body corporate/ entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs. 500 Crores (Rupees Five Hundred Crores only) for the Company, notwithstanding that money so borrowed with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves."

"RESOLVED FURTHER THAT pursuant to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the company be and is hereby accorded to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of Rs. 500 Crores (Rupees Five Hundred Crores only) for the Company."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

3. AUTHORITY TO ADVANCE ANY LOAN OR GIVE ANY GUARANTEE OR PROVIDE ANY SECURITY IN CONNECTION WITH ANY LOAN TAKEN UNDER SECTION 185 OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and all other rules, regulations, notifications and circulars issued (including any statutory modifications, clarifications, exemptions or re-enactments thereof, from time to time) and the relevant provisions of the Memorandum and Articles of Association of the Company, and in furtherance to the existing loans given, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to advance loans or issue of Corporate Guarantee or providing Security to any person in whom any of the director of the company is interested as per the stipulated provisions of section 185 of the Companies Act, 2013, for an amount not exceeding Rs. 500 Crores (Rupees Five Hundred Crores only), on such terms and conditions as may be mutually agreed upon."

"RESOLVED FURTHER THATthe consent of the shareholders of the Company be and is hereby accorded to the Board of Directorsto negotiate and decide from time to time, the terms and conditions, execute necessary documents, papers, agreements, etc. for the aforesaid grant of loans or issue of Corporate Guarantee or providing Security to the subsidiaries of the Company and to do all such acts, deeds and things and to give such directions as may be necessary or expedient in its absolute discretion as it deems fit and such decisions shall be final and binding on the Company and to settle any question, difficulty that may arise in this regard and to delegate all or any of these powers to any Committee of Directors or any other Officer in this regard."

4. APPROVAL OF THE LIMITS FOR THE LOANS AND INVESTMENT BY THE COMPANY IN TERMS OF THE PROVISIONS SECTION 186 OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any,the consent of the shareholders of the Company be and is hereby accorded to the Board of Directorsto give any loan to anybody corporate(s) / person (s); and give any guarantee or provide security in connection with a loan to any Body corporate(s) / person (s); and (c) acquire by way of subscription, purchase or otherwise, securities of any Body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 500 crores (Rupees Five Hundred Crores only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013."

"RESOLVED FURTHER THAT in case of divestment of the investment, the Directors of the Company be and are hereby authorized to sign the necessary applications, papers, forms, documents etc. for effective implementation of decision of divestment taken by the Company from time to time."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, Board of Directors of the Company and/or any person authorized by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

5. APPROVAL FOR RELATED PARTY TRANSACTION:

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

“RESOLVED THAT pursuant to section 188, 184 and other applicable provisions of the Companies Act, 2013 (“the Act”) and (Including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the shareholders of the Company be and is hereby accorded to the Board of Directorsto authorize the management of the Company to enter into agreement(s) and/or transaction(s), as may be appropriate, with the following Related Parties as defined under Section 2(76) of the Act for sell, purchase, transfer or receipt of products, goods, materials, services or other obligations, if any, on such terms and conditions as may be mutually agreed upon between the Company and any of the Related Parties, for the amount in aggregate not exceeding as mentioned against the name of the following Related Party during the period mentioned against the name of Related Party:

Sr. No.	Related Parties with whom Transactions are Estimated	Nature of the Transaction	Relationship
1	Balaji Stone Crusher &Infraventure Pvt Ltd	Sundry Creditors	Associate
2	Mahendra Construction	Sundry Creditors	Partnership firm
3	MKS Constro Venture Pvt Ltd - USL	Sundry Creditors	Associate
4	HPS Construction (Debtor)	Sundry Debtors	Partnership firm
5	IDC-Mahendra JV	Sundry Debtors	Partnership firm
6	KitadiTorgaon Highway Pvt Ltd.	Sundry Debtors	Associate
7	MKS Constro Venture Pvt. Ltd.	Sundry Debtors	Associate
8	Shanta Infraventure (Debtor)	Sundry Debtors	Associate

**FOR AND ON BEHALF OF BOARD OF DIRECTORS OF,
SOBHAYGYA MERCHANTILE LIMITED**



**SHRIKANT MITESH BHANGDIYA
DIRECTOR
(DIN : 02628216)**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The instrument of Proxy in order to be effective shall be deposited at the Corporate Office of the Company by not less than 48 hours before the commencement of the Meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.

2. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business in the Notice is annexed hereto and forms part of this Notice.

3. In pursuance of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, details in respect of the Directors seeking appointment/ re-appointment at the AGM/EOGM, form part of this Notice

4. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company shall remain closed from Friday, March 13, 2020 to Monday, March 16, 2020 (both days inclusive),

5. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.

6. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for identification.

7. Institutional/ Corporate members are required to send to the company a certified copy of the board resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the EOGM.

8. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.

9. As per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall use any of the electronic mode of payment facility approved by the Reserve Bank of India for the payment of dividend. Members holding shares in DEMAT mode are requested to submit their Bank details viz. Bank Account Number, Name of the Bank, Branch details, MICR Code, IFS Code to the Depository Participants with whom they are maintaining their DEMAT account and

Members holding shares in physical mode are requested to submit the said bank details to the Company's Registrar & Share Transfer Agent.

10. Members are requested to immediately notify any change in their address and e-mail IDs to the Registrar & Share Transfer Agent of the Company at the following address:

M/s . PurvaSharegistry (I) Private Limited
Address:9, Shiv Shakti Industrial Estate,
J.R.Boricha Marg, Lower Parel (E),
Mumbai, 400011
Phone Number: 23018261 / 23012518,
Email-purvashr@mtnl.net.in

11. The Securities and Exchange Board of India issued a circular for submission of Aadhar number by every participant in securities market. Members holding shares in DEMAT form are, therefore, requested to submit Aadhar card details to the Depository Participants with whom they have DEMAT accounts. Members holding shares in physical form can submit their Aadhar card details to the Company/ Registrar and Share Transfer Agents (M/s. PurvaSharegistry (I) Private Limited).

12. As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.

13. Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to M/s. PurvaSharegistry (I) Private Limited, Share Transfer Agents of the Company for their doing the needful.

14. Members are requested to send their queries at least 7 days before the date of meeting so that information can be made available at the meeting.

15. The route map showing directions to reach the venue of the EOGM is attached with this Notice.

16. The members may kindly note that no gifts or gift coupons or cash in lieu of gifts will be distributed at or in connection with the EOGM

17. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer/transmission /transposition, DEMAT/ REMAT, change of address, issue of duplicate shares certificates, ECS and nomination facility.

18. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.

19. Members may also note that the Notice of the Extra Ordinary General Meeting will also be available on the Company's website www.sobhagamercantile.com for their download.

The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id:sobhagamercantile9@gmail.com

20. Voting through Electronic Means (E-Voting Facility)

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Extra Ordinary General Meeting (EOGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EOGM ("remote e-voting") will be provided by M/s. National Securities Depository Limited ("NSDL").

The facility for voting through ballot paper shall be made available at the EOGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the EOGM may also attend the EOGM but shall not be entitled to cast their vote again.

The remote e-voting period commences on Friday, March 13, 2020 (10.00 am) to Sunday, March 15, 2020 (5.00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of March 9, 2020, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is casted by the shareholder, the shareholder shall not be allowed to change it subsequently.

A person who has acquired shares & become a member of the company after the dispatch of notice of EOGM & holding shares as of cut-off date, may obtain the login ID & password by sending a request to atsobhagyamercantile9@gmail.com. However, if the person is already registered with the NSDL for remote e-voting then the existing user ID & password can be used for casting vote. The Company has engaged the services of NSDL as the Authorized Agency to provide e-voting facilities. The e-voting particulars are set out below:

EVENT (e-voting event number)	USER ID	PASSWORD/ PIN

Please read the procedure and instructions for e-voting given below before exercising the vote.

21. Procedure and instructions for e-voting

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 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 is mentioned below:

How to Log-into 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 'Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your Password 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.nsd.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 OOI*** and EVEN is 101456 then user ID is 101456001 ***

5. Your password details 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, your 'initial password' is communicated to you on your postal address.

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.nsd.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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

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.

Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

3. Select "EVEN" of company for which you wish to cast your vote.

4. Now you are ready for e-Voting as the Voting page opens.

5. 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.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. 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 pdcsngp@gmail.com with a copy marked to evotine:@nsdl.co.in.

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 toll free no.: 1800-222-990 or send a request to evoting@nsdl.co.in

25. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the EOGM.

26. Relevant documents referred to in the accompanying Notice, as well as Annual Reports and Annual Accounts of the Subsidiaries Companies whose Annual Accounts have been consolidated with the Company are open for inspection at the Registered Office of the Company, during the office hours, on all working days between 10.00 A.M. to 5.00 P.M. up to the date of Extra Ordinary General Meeting.

27. Pursuant to SEBI Circular SEBI/HO/MIRSD/DOPI/CIR/P/2018/73 dated 20th April, 2018, shareholders holding shares in physical form whose folio do not have I have incomplete details with respect to PAN and bank particulars are mandatorily required to furnish the PAN and bank account details to the Company Registrar & Transfer Agent (RTA) for registration under their folio. Further, as per the said circular all the unclaimed/ unpaid dividends also will be paid via electronic bank transfers only. Hence, the shareholders are requested to update their PAN and bank details.

28. As per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, w.e.f. April 1, 2019 the transfer of securities of listed companies shall not be processed unless the securities are held in the dematerialized form (DEMAT) with a depository. Hence, the members of the company are requested to dematerialize their shareholding to avail the benefits of dematerialization. A note on procedure to be followed for dematerialization of physical shareholding and benefits out of it is uploaded on the company's website www.sobhagyamercantile.com.

29. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by registering/uploading their email addresses, in respect of shares held in dematerialized form with their respective Depository Participant and in respect of shares held in physical form with the Company's Registrar and Share Transfer Agents.

**FOR AND ON BEHALF OF BOARD OF DIRECTORS OF,
SOBHAYGYA MERCHANTILE LIMITED**



**SHRIKANT MITESH BHANGDIYA
DIRECTOR
(DIN : 02628216)**

Date:

Place:

SOBHAYGYA MERCANTILE LIMITED

CIN: L51900MH1983PLC031671

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.sobhagyamercantile.com

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

The following is the Explanatory Statement as required by Section 102 of the Companies Act, 2013, sets out all material facts relating to Special Business mentioned in the accompanying Notice for convening the Extra-Ordinary General Meeting of the members of the Company:

Item 1:

Mr. Prashant Kumar Lahoti (DIN: 00091140) was appointed as an Additional Independent Director of the Company by the Board on the recommendation of Nomination & Remuneration Committee in their meeting held on 21st September, 2019, with immediate effect. In accordance with provisions of section 161 of the Companies Act, 2013 and applicable SEBI (LODR) Regulation, 2015, he will hold office upto the date of the Annual General Meeting of the Company.

Mr. Prashant Kumar Lahoti is not disqualified from being appointed as Directors in terms of Section 164 of the Act. As per the recommendation of Nomination and Remuneration Committee and based on the performance evaluation, the Board is considering the regularization of appointment of Mr. Prashant Kumar Lahoti (DIN: 00091140) from Additional Independent Director to Independent Director of the Company in ensuing Extra Ordinary General Meeting for a period of five years w.e.f. 21st September, 2019.

The Company has also received a declaration from Mr. Prashant Kumar Lahoti declaring that he meets the criteria of independence as provided under Section 146(9) of the Companies Act, 2013.

In the opinion of the Board, Mr. Prashant Kumar Lahoti fulfills the conditions required to be fulfilled for being appointed as an Independent Director of the Company as per the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015.

The Board places the above resolution before the Members for their approval as being the Ordinary Resolution.

Item 2:

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company, Hence subject to approval of members to increase the maximum borrowing limits to Rs. 500 crores (Rupees Five Hundred Crores only).

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company.

Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company and , subject to approval of members that increased to Rs. 500 crores (Rupees Five Hundred Crores only).

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

Item 3:

The Company is currently in the phase of growth by itself, for which there is an ongoing requirement for funds for the same various loans obtained by company to provide security or give guarantee. Accordingly, in order to meet these funding requirements and ensure necessary compliances of the provisions of The Act, hence subject to approval of members to grant of loans or issue of Corporate Guarantee or providing Security for an amount not exceeding Rs. 500 crores (Rupees Five Hundred Crores only)

In view of the recent amendments to Section 185 of the Act, vide the Companies (Amendment) Act, 2017, no Company shall grant any loan to any person or body corporate or give any guarantee or provide any security to any loan taken by any person or body corporate the Board of Directors whereof are accustomed to act in accordance with the directions or instructions of the Board, or of any director or directors, subject to approval of members by means of a Special Resolution by the Company.

The Board recommends the resolution at Item No. 3 of this Notice for approval of Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

Item 4:

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, to make use of the same by making investment in other entities, giving guarantee or providing security to other persons or other body corporate or as and when required.

Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

Accordingly, subject to approval of members by way of special resolution not exceeding Rs. 500 crores (Rupees Five Hundred Crores only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013

The Directors therefore, recommend the Special Resolution for approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

Item : 5

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings with the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013 governs the Related Party Transactions for entering into any contract, transactions or arrangement with the Related Party(ies), subject to approval of members by way of a Resolution as prescribed in rule 15 of the Companies (Meeting of Board and its Power) Rules,2014 in the sell, purchase, transfer or receipt of products, goods, materials, services or other obligations, if any.

In the light of provisions of the Companies Act, 2013, subject to approval of members the proposed transactions along with annual limit that the Company may enter into with the related parties (as defined under section 2(76) of the Companies Act, 2013).

The particulars of the transaction pursuant to the provisions of Section 188 and the Companies (Meetings of Board and its Powers) Rules, 2014 are as under:

Sr . N o.	Related Parties with whom Transactions are Estimated	Nature of the Transaction	Relationship
1	Balaji Stone Crusher &Infraventure Pvt Ltd	Sundry Creditors	Associate
2	Mahendra Construction	Sundry Creditors	Partnership firm
3	MKS Constro Venture Pvt Ltd - USL	Sundry Creditors	Associate
4	HPS Construction (Debtor)	Sundry Debtors	Partnership firm
5	IDC-Mahendra JV	Sundry Debtors	Partnership firm
6	KitadiTorgaon Highway Pvt Ltd.	Sundry Debtors	Associate
7	MKS Constro Venture Pvt. Ltd.	Sundry Debtors	Associate
8	Shanta Infraventure (Debtor)	Sundry Debtors	Associate

**FOR AND ON BEHALF OF BOARD OF DIRECTORS OF,
SOBHAYGYA MERCHANTILE LIMITED**



**SHRIKANT MITESH BHANGDIYA
DIRECTOR
(DIN : 02628216)**

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : **L51900MH1983PLC031671**
Name of the company : **SOBHAYGYA MERCANTILE LIMITED**
Registered office : **B-61, Floor 6, Plot No 210 B Wing Mittal Tower Free Press
Journal Marg Nariman Point Mumbai Mumbai City MH
400021**

Name of the member(s): _____
Registered Address: _____
E-mail Id: _____
Folio No./Client Id: _____
DP ID: _____

I/We, being the member (s) of _____ shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:

, or failing him

2. Name:

Address:

E-mail Id:

Signature:

, or failing him

3. Name:

Address:

E-mail Id:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on **Monday, the 16th day of March, 2020 at 03.00 P.M.** at Registered Office of the Company at **B-61, Floor 6, Plot No. 210, B Wing, Mittal Tower, Free Press Journal Marg Nariman Point Mumbai Mumbai City - 400021** and at any adjournment thereof in respect of such resolutions as are indicated below:

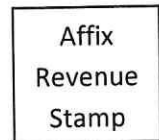
Resolution Nos.

1. Appointment of Mr. Prashant Kumar Lahoti (Din: 00091140) as Independent Director of the Company;
2. Authority To Increase Borrowing Powers of The Board Under Section 180 of The Companies, Act, 2013;
3. Authority to advance any loan or give any guarantee or provide any security in connection with any loan taken under section 185 of The Companies Act, 2013;
4. Approval of the limits for the loans and investment by the company in terms of the provisions section 186 Of The Companies Act, 2013;
5. Approval for Related Party transaction;

Signed this day of..... 2020

Signature of shareholder

Signature of Proxy holder(s)



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

(Please present this slip at the Meeting venue)

I hereby record my presence at the **Extra Ordinary General Meeting** of the members of the company to be held on **Monday, the 16th day of March, 2020 at 03.00 P.M.** at Registered Office of the Company at **B-61, Floor 6, Plot No 210 B Wing Mittal Tower Free Press Journal Marg Nariman Point Mumbai Mumbai City MH 400021 India** and at any adjourned meeting thereof.

Shareholders/Proxy's Signature: _____

Shareholders/Proxy's Full Name: _____
(In block letters)

Folio No./ Client ID: _____

No. of shares held: _____

Note:

Shareholders attending the meeting in person or by proxy are required to complete the attendance slip and hand it over at the entrance of the meeting hall.

BALLOT PAPER

[Pursuant to section 110 of the Companies Act, 2013 and rule 22 of the Companies (Management and Administration) Rules, 2014]

Name of the Company: **SOBHAYGYA MERCANTILE LIMITED**
Registered office: **B-61, Floor 6, Plot No 210 B Wing Mittal Tower, Free Press Journal Marg Nariman Point, Mumbai, Mumbai City, 400021**

Sr. No.	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity

I hereby exercise my vote in respect of Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

No.	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	Appointment of Mr. Prashant Kumar Lahoti (Din: 00091140) as Independent Director of the Company			
2.	Authority To Increase Borrowing Powers of The Board Under Section 180 of The Companies, Act, 2013;			
3.	Authority to advance any loan or give any guarantee or provide any security in connection with any loan taken under section 185 of The Companies Act, 2013			
4.	Approval of the limits for the loans and investment by the company in terms of the provisions section 186 Of The Companies Act, 2013			
5.	Approval for related Party Transaction			

Place:

Date:

(Signature of the Shareholder)

ROUTE MAP OF PLACE OF MEETING

