

SOBHAGYA MERCANTILE LIMITED

CIN: L45100MH1983PLC031671

Registered Office – U.N.- 1916, 19th Floor, One Lodha Place, Senapati Bapat Marg, Lower Parel,
Delisle Road, Mumbai - 400013, Maharashtra, India

Contact Details: - Phone - 022-45694785 email - sobhagyamercantile9@gmail.com

Website: www.sobhagyaltd.com

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

Date: 03rd June, 2026

Subject: Submission of Postal Ballot Notice.

Scrip Code: 512014 (SOBHAGYA MERCANTILE LTD.)

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find attached herewith a copy of the Postal Ballot Notice of Sobhagya Mercantile Limited (“the Company”) dated 29th May, 2026 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, through Postal Ballot only by way of remote e-Voting process.

Sr. No.	Description of Resolution	Type of Resolution
1.	Approval for Material Related Party Transaction(s) with MKS Constro-Venture Private Limited	Ordinary

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 timelines, as mentioned in the Postal Ballot Notice:

Cut-off date for e-Voting	Friday, 29 th May, 2026
Remote e-Voting start date and time	Thursday, 04 th June, 2026 at 09:00 a.m. (IST)
Remote e-Voting end date and time	Friday, 03 rd July, 2026 at 5:00 p.m. (IST)
Submission of Scrutinizer’s Report	On or before Monday, 06 th July, 2026
Announcement of Postal Ballot results	On or before Monday, 06 th July, 2026

This is for your information and records.

Yours faithfully
For SOBHAGYA MERCANTILE LIMITED

Shrikant Mitesh Bhangdiya
Managing Director
(DIN-02628216)

Encl.: As above

SOBHAGYA MERCANTILE LIMITED

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POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended and the applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time]

Dear Member(s),

NOTICE is hereby given pursuant to Section 110, Section 102 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, and other related Rules (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India, each as amended, and in accordance with the provisions of the General Circular No. 03/2025 dated 22nd September, 2025 read with other relevant circulars issued in this regard (“MCA Circulars”), issued by the Ministry of Corporate Affairs, Government of India, read with applicable circulars issued by the Securities and Exchange Board of India (“SEBI Circulars”), for seeking the approval of the Members of Sobhagya Mercantile Limited (“The Company”) to transact Special Business as set out below and as contained in the Postal Ballot Notice dated 29th May, 2026 (“Notice”), by passing Ordinary Resolution through postal ballot, only by voting through electronic means (“remote e-Voting”). The Company has engaged the services of National Securities Depository Limited (“NSDL”) as the agency to provide remote e-Voting facility to the Members, enabling them to cast their vote electronically and in a secure manner.

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 Registrar & Share Transfer Agent (“RTA”) of the Company (**Purva Sharegistry (I) Private Limited**) or their respective Depository Participants as on **Friday, 29th May 2026** (i.e., “Cut-off Date”). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot.

The communication of the assent (FOR) or dissent (AGAINST) of the Members would take place only through the remote e-Voting system of NSDL.

The remote e-Voting shall commence on **Thursday, 04th June, 2026 at 09:00 a.m. (IST)** and shall end on **Friday, 03rd July, 2026 at 5:00 p.m. (IST)**. The remote e-Voting module will be disabled by NSDL soon thereafter.

The process and manner for remote e-voting are detailed in the Notes forming part of this Notice.

SPECIAL BUSINESS:

1. Approval for Material Related Party Transaction(s) with MKS Constro-Venture Private Limited

To consider, and if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (“SEBI Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“Act”) read with Rules made there under, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Related Party Transactions, and based on the approval and recommendation of the Audit Committee and the Board of Directors of the Company and subject to such approval(s), consent(s) and permission(s) as may be necessary from time to time, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into or carry out new contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) including ratification of all acts, deeds and things done by the Board in this regard, as detailed in the Explanatory Statement with MKS Constro-Venture Private Limited, a ‘related party’ as defined under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and the related party, for an aggregate value not exceeding (i)Rs. 300 crores for Sale of goods and services, and (ii) Rs. 75 crores for Advancing Loan, up to an aggregate maximum limit of Rs. 375 crores during FY 2026-27, subject to such contract(s)/arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any of the Director(s) or Key Managerial Personnel or any other officer(s)/ Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.”

**By order of the Board of Directors
For Sobhagya Mercantile Limited**

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

Place: Mumbai

Date: 29th May, 2026

Registered Office: U.N.- 1916, 19th Floor, One Lodha Place, Senapati Bapat Marg, Lower Parel, Delisle Road, Mumbai - 400013, Maharashtra, India

CIN: L45100MH1983PLC031671

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

NOTES:

1. The relevant Explanatory Statement pursuant to the provisions of Section 102 of the Act read with Section 110 of the Act and Rules 20 and 22 of the Rules, as amended, setting out the material facts relating to the aforesaid resolution and the reason thereof, is annexed hereto and forms part of this Notice.
2. In terms of the applicable provisions of the MCA Circulars, the Company is sending this Notice ONLY in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received by the Company from the Depositories/ (Purva Shareregistry (I) Private Limited) Company's Registrar and Transfer Agent on **Friday, 29th May, 2026** (i.e., "Cut-off Date") and whose email addresses are registered with the Company/ RTA/ Depositories or who will register their email address in accordance with the process outlined in this Notice. The members holding shares in dematerialized mode are requested to register / update their KYC details including email address with their respective depository through their Depository Participant(s). The members holding shares in physical form are requested to register / update their KYC details including email address by writing to the Company's Registrar & Share Transfer Agent, M/s. Purva Shareregistry (I) Private Limited at support@purvashare.com.
3. The Company is providing the facility of remote e-voting to its members and has engaged the services of National Securities Depository Limited ("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.sobhagyaltd.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, 04th June 2026 at 09:00 a.m. (IST)** and shall **end on Friday, 03rd July, 2026 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, 03rd July, 2026**. 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. The voting rights of eligible members shall be in proportion to their share(s) of the paid-up equity share capital of the Company as on **Friday, 29th May 2026** i.e., Cut-off Date. 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 process. Any person who is not a Member of the Company as on the Cut-off date should treat the Notice for information purpose only.
7. A Shareholder / Member cannot exercise his/her vote by proxy on Postal Ballot.
8. 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.

9. The Board of Directors of the Company has appointed M/s PDTS and Associates, Company Secretaries, as a Scrutinizer (“Scrutinizer”) to scrutinize the postal ballot process through remote e-Voting in a fair and transparent manner.

10. Upon completion of the scrutiny of the votes cast through remote e-voting, the Scrutinizer will submit his report to the Chairman of the Board Meeting or to any other person/ director so authorized within two working days from the conclusion of the remote e-Voting period for the postal ballot i.e. **on or before Monday, 06th July, 2026**. The results of the voting conducted by Postal Ballot through remote e-Voting along with the Scrutinizer’s Report (“**Results**”) will be made available on the website of the Company at www.sobhagyald.com and on the website of NSDL at www.evoting.nsdl.com and intimated to BSE Limited (“**BSE**”), where the Ordinary (equity) Shares of the Company are listed, within two days from the conclusion of the remote e-voting period for the postal ballot.

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

12. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e., **Friday, 03rd July, 2026**

13. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their requests to sobhagyamercantile9@gmail.com from their registered email addresses mentioning their name, folio numbers/DP ID and Client ID, until the last date of remote e-voting of this Postal Ballot.

14. 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">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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.2. 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.3. 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.jsp

	<p>4. 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. 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 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>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </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
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. 1800-21-09911

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 team@pdts.co.in 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 or send a request 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 shareholder 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.

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

The following Statement sets out all material facts relating to the Special Business proposed in this Postal Ballot Notice:

Item No. 1:

Pursuant to Regulation 23 read with Schedule XII of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”), as amended, if the consolidated turnover of the listed Company is up-to ₹ 20,000 Crore, any transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover of the listed entity. All material related party transactions (“RPTs”) shall require prior approval of shareholders by means of an ordinary resolution, even if the transactions are in the ordinary course of business of the concerned Company and on an arm’s length basis.

SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025, (“SEBI Circular”) has mandated listed entities to follow Industry Standards on ‘Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions. (“RPT Industry Standards”). The RPT Industry Standards prescribes information to be provided for review by the Audit Committee and Members for approval of material RPTs.

The management of the Company has provided the Audit Committee with the relevant details as required under the RPT Industry Standards.

The details as required under SEBI Listing Regulations read with RPT Industry Standards are as under:

Minimum Information to be provided to the shareholders for approval of Material RPTs for Item No. 1:

(a) Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable.

- Refer below table titled as Part A for Item no. 1.

(b) Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.

- 1. The proposed transaction will aid the growth of the Company’s business

-2. Better Price as compared to outsider for sale of goods and services with MKS Constro-Venture Pvt. Ltd.

-3. Better terms than market or Bank for advancing loan with MKS Constro-Venture Pvt. Ltd.

(c) Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.

- The Audit Committee has reviewed the certificates issued by the Managing Director and Chief Financial Officer of the Company, as required under the RPT Industry Standards.

(d) Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.

- The material related party transactions or any material modifications thereto, have been approved by the Audit Committee and the Board of Directors recommends the proposed transactions to the shareholders for approval.

(e) Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.

- Not Applicable (NA)

(f) The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making.

- Not Applicable

(g) Any other information that may be relevant.

- No

Item No. 1: (i) Minimum Information to be provided to the Audit Committee for approval (including ratification) of Related Party Transaction(s) with MKS Constro -Venture Private Limited (Sale of goods and services) as per RPT Industry Standards:

Sl. No	Particulars of the information	Information provided by the management
Part A: Minimum information of the proposed RPT		
A(1) Basic details of the related party		
1.	Name of the related party	MKS Constro -Venture Private Limited
2.	Country of incorporation of the related party	INDIA
3.	Nature of business of the related party	Infrastructure Development
A(2) Relationship and ownership of the related party		
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Related party in which directors are interested
	Shareholding of the listed entity, whether direct or indirect, in the related party.	NA
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity.	NA
	Shareholding of the related party, whether direct or indirect, in the listed entity	NA
A(3) Details of previous transactions with the related party		

1.	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year	Sl. No.	Nature of transaction for F.Y. 2025-26	Amount (₹ crore)
		1	Sale of goods and services	1.87
2.	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought	Zero		
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year.	NA		
A(4) Amount of the proposed transaction(s) (All types of transactions taken together)				
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders	300 crores		
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes		
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	129.03%		
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction).	NA		
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately	33.17%		

	preceding financial year, if available.									
6.	Financial performance of the related party for the immediately preceding financial year.	<table border="1"> <thead> <tr> <th>Particulars for F.Y. 2025-26</th> <th>Amount (₹ crore)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>904.54</td> </tr> <tr> <td>Profit After Tax</td> <td>265.20</td> </tr> <tr> <td>Net Worth</td> <td>3,729.38</td> </tr> </tbody> </table>	Particulars for F.Y. 2025-26	Amount (₹ crore)	Turnover	904.54	Profit After Tax	265.20	Net Worth	3,729.38
Particulars for F.Y. 2025-26	Amount (₹ crore)									
Turnover	904.54									
Profit After Tax	265.20									
Net Worth	3,729.38									
A(5) Basis details of the proposed transaction										
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<table border="1"> <thead> <tr> <th>Sl. No.</th> <th>Nature of transaction</th> <th>Amount (₹ crore)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Sale of goods and services</td> <td>300</td> </tr> </tbody> </table>	Sl. No.	Nature of transaction	Amount (₹ crore)	1.	Sale of goods and services	300		
Sl. No.	Nature of transaction	Amount (₹ crore)								
1.	Sale of goods and services	300								
2.	Details of each type of the proposed transaction	Sale of goods and services								
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	2 Years								
4.	Whether omnibus approval is being sought?	Yes								
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	<table border="1"> <thead> <tr> <th>Sl. No.</th> <th>Nature of transaction</th> <th>Amount (₹ crore)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Sale of goods and services</td> <td>300</td> </tr> </tbody> </table>	Sl. No.	Nature of transaction	Amount (₹ crore)	1.	Sale of goods and services	300		
Sl. No.	Nature of transaction	Amount (₹ crore)								
1.	Sale of goods and services	300								
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	1.The proposed transaction will aid the growth of the Company's business 2.Better Price as compared to outsider								
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a) Name of the director / KMP b) Shareholding of the director / KMP, whether direct or indirect, in the related party	Shrikant Mitesh Bhangdiya								
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA								
9.	Other information relevant for decision making.	NA								

PART B: Information to be provided *only* if a specific type of RPT as mentioned in the RPT Industry Standard is proposed to be undertaken and is in addition to Part A.

B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	NA
2.	Basis of determination of price.	Mutual Agreement
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	NA
	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self-liquidating?	

ii) Minimum Information to be provided to the Audit Committee for approval (including ratification) of Related Party Transaction(s) with MKS Constro -Venture Private Limited (Advancing Loan) as per RPT Industry Standards:

Sl. No	Particulars of the information	Information provided by the management
Part A: Minimum information of the proposed RPT		
A(1) Basic details of the related party		
1.	Name of the related party	MKS Constro Venture Private Limited
2.	Country of incorporation of the related party	INDIA
3.	Nature of business of the related party	Infrastructure Development
A(2) Relationship and ownership of the related party		
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern	Related party in which directors are interested

	(financial or otherwise) and the following:							
	Shareholding of the listed entity, whether direct or indirect, in the related party.	NA						
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity.	NA						
	Shareholding of the related party, whether direct or indirect, in the listed entity	NA						
A(3) Details of previous transactions with the related party								
1.	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year	<table border="1"> <thead> <tr> <th>Sl. No.</th> <th>Nature of transaction for F.Y. 2025-26</th> <th>Amount (₹ crore)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Loans and Advances Given</td> <td>1.65</td> </tr> </tbody> </table>	Sl. No.	Nature of transaction for F.Y. 2025-26	Amount (₹ crore)	1	Loans and Advances Given	1.65
Sl. No.	Nature of transaction for F.Y. 2025-26	Amount (₹ crore)						
1	Loans and Advances Given	1.65						
2.	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought	Zero						
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year.	NA						
A(4) Amount of the proposed transaction(s) (All types of transactions taken together)								
1.	Amount of the proposed transactions being placed for	75 crores						

	approval in the meeting of the Audit Committee/ shareholders					
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes				
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	32.26%				
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction).	NA				
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	8.29%				
6.	Financial performance of the related party for the immediately preceding financial year.	<table border="1"> <thead> <tr> <th>Particulars for F.Y. 2025-26</th> <th>Amount (₹ crore)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>904.54</td> </tr> </tbody> </table>	Particulars for F.Y. 2025-26	Amount (₹ crore)	Turnover	904.54
Particulars for F.Y. 2025-26	Amount (₹ crore)					
Turnover	904.54					

		Profit After Tax	265.20							
		Net Worth	3,729.38							
A(5) Basis details of the proposed transaction										
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<table border="1"> <thead> <tr> <th>Sl. No.</th> <th>Nature of transaction</th> <th>Amount (₹ crore)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Advancing Loan</td> <td>75</td> </tr> </tbody> </table>			Sl. No.	Nature of transaction	Amount (₹ crore)	1.	Advancing Loan	75
Sl. No.	Nature of transaction	Amount (₹ crore)								
1.	Advancing Loan	75								
2.	Details of each type of the proposed transaction	Advancing Loan								
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	2 Years								
4.	Whether omnibus approval is being sought?	Yes								
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	<table border="1"> <thead> <tr> <th>Sl. No.</th> <th>Nature of transaction</th> <th>Amount (₹ crore)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Advancing Loan</td> <td>75</td> </tr> </tbody> </table>			Sl. No.	Nature of transaction	Amount (₹ crore)	1.	Advancing Loan	75
Sl. No.	Nature of transaction	Amount (₹ crore)								
1.	Advancing Loan	75								
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	Better terms than market or Bank								
7.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <hr/> <p>a) Name of the director / KMP</p> <hr/> <p>b) Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	Shrikant Mitesh Bhangdiya								

8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9.	Other information relevant for decision making.	NA

PART B: Information to be provided *only* if a specific type of RPT as mentioned in the RPT Industry Standard is proposed to be undertaken and is in addition to Part A.

B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction.	Business Reserves
	Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.	
2	Where any financial indebtedness is incurred to make investment, specify the following:	
	Note: This item of disclosure is not applicable to listed banks/ NBFCs /insurance companies/housing finance companies	NA
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	

3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. Note: (1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies. (2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.	NA
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	NA
5	Maturity / due date	On demand
6	Repayment schedule & terms	On demand
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio	NA
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Will be utilized by related party for their Working Capital fulfilment

PART C - Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B

C(1). Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

S. No	Particulars of the information	Information provided by the management
1	Latest credit rating of the related party Note: a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any. b. This shall be applicable in case of investment in debt securities.	NA
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed	NA

	<p>entity or any other person and value of subsisting default.</p> <p>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</p> <p>In addition, state the following:</p> <p>a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p> <p>Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</p>	
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Members may note that in terms of the provisions of the SEBI Listing Regulations, the related party as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve Resolution under Item No.1.

None of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives **except** Mr. Shrikant Mitesh Bhangdiya and his relatives, are in any way, concerned or interested either directly or indirectly, financially or otherwise, in the Resolutions set out at Item No. 1 of the accompanying Notice.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommend the Ordinary Resolution forming part of Item No. 1 of the accompanying Notice to the Shareholders for approval.

**By order of the Board of Directors
For Sobhagya Mercantile Limited**

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

Place: Mumbai
Date: 29th May, 2026

Registered Office: U.N.- 1916, 19th Floor, One Lodha Place, Senapati Bapat Marg, Lower Parel, Delisle Road, Mumbai - 400013, Maharashtra, India

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