

Date: 07th May, 2025

To,
The Executive Director,
The Calcutta Stock Exchange Limited,
7, Lyons Range, Dalhousie,
Kolkata– 700 001, West Bengal
(Scrip Code: 100143)

ISIN: INE616Q010711

Subject: Annual Secretarial Compliance Report under Regulation 24A of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 for the financial Year ended 31st March, 2025

Dear Sir(s)/Ma’am,

Pursuant to Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 read with SEBI Circular CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed herewith Annual Secretarial Compliance Report for the financial year ended March 31, 2025.

Kindly take the above information on record.

Thanking You,

Yours Faithfully,

For and on behalf of
Durgesh Merchants Limited

Meenakshi Panwar
(Company Secretary and Compliance Officer)
Office Address: D-251, Ground Floor,
Defence Colony, New Delhi – 110024

Enclosed: -Compliance report issued by the Secretarial auditor

SECRETARIAL COMPLIANCE REPORT OF M/S. DURGESH MERCHANTS LIMITED
UNDER REGULATIONS 24(A)(2) OF SEBI (LODR) REGULATIONS, 2015
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025

To,
Durgesh Merchants Limited,
D-251, Ground Floor,
Defence Colony, New Delhi-110024

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by M/s. Durgesh Merchants Limited (hereinafter referred as 'the listed entity/the Company'), CIN: L65923DL1984PLC248322 having its Registered Office at D-251, Ground Floor, Defence Colony, New Delhi-110024. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the Company has, during the review period covering the financial year ended 31st March, 2025 has complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter-

We have examined:

- a) all the documents and records made available to us and explanations provided by M/s. Durgesh Merchants Limited ("the listed entity/the Company"),
- b) the filings/submissions made by the listed entity to the stock exchanges,
- c) the website of the listed entity,
- d) all other documents/filings, as may be relevant, which has been relied upon to make this certification, for the financial year ended 31st March, 2025 ("Review period") in respect of compliance with the provisions of:
 - the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations (including amendments, modifications from time to time), whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- a. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not applicable to the Company during the review period;**
- e. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not applicable to the Company during the review period;**
- f. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- g. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; (other regulations as applicable) and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

I (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

MEENU G. & ASSOCIATES
(Company Secretaries)

Corporate Office: 9089/2, Multani Dhanda, Pahar Ganj, New Delhi-110055
Email: csmeenu1@gmail.com, Mobile: +91-8920888492

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation /Circular No.	Deviations	Action Taken by	Types of action	Details of violation	Fine amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	SEBI (ICDR) Regulations, 2018	Chapter V	In-principle approval has not recieved	-	-	-	-	The Company is on Dissemination Board of NSE but still reached out to stock exchanges for in-principle approval but did not receive the same	The Company is on the Dissemination Board and has reached out to the stock exchanges for seeking in-principle approval but did not receive the same due to unlisted capital of the promoter but the Company did the conversion of loan into equity shares to comply with the regulatory framework set forth by the RBI Master Direction vide RBI/DoR/2023-24/106 dated October 19, 2023, being a NBFC and to get it listed on MSEI.	-

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations / circulars/ guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Types of action	Details of violation	Fine amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
	NA									

We hereby report that, during the Review Period, the compliance status of the listed entity is appended as below:

S.No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<u>Secretarial Standards:</u> The Compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	

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2.	<u>Adoption and timely updations of the Policies:</u> <ul style="list-style-type: none">• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities• All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes	
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none">• The Listed entity is maintaining a functional website• Timely dissemination of the documents/information under a separate section on the website• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the Website	Yes	
4.	<u>Disqualification of Director:</u> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	
5.	<u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u> <ul style="list-style-type: none">• Identification of material subsidiary companies;• Disclosure requirement of material as well as other subsidiaries;	NA	The Company has no material subsidiary.
6.	<u>Preservation of Documents:</u> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI (LODR) Regulations, 2015.</p>	Yes	
7.	<u>Performance Evaluation:</u> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	
8.	<u>Related Party Transactions:</u> <ul style="list-style-type: none">• The listed entity has obtained prior approval of Audit Committee for all related party transactions; or• The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained.	Yes	
9.	<u>Disclosure of events or information:</u> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI (LODR) Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	
10.	<u>Prohibition of Insider Trading:</u> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	

11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	NA	The Company is currently on Dissemination Board of NSE.
12.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	During the period under review, no resignation of Statutory Auditors took place.
13.	<u>Structural Digital Database (SDD) Compliance</u> If the Company is non-compliant with SDD requirement the Company needs to submit quarterly compliance certificate certified by Practicing Company Secretary till the time Company complies.	Yes	
13.	<u>Additional non-compliances, if any:</u> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	No other non-compliance observed apart from those noted above.

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/ No/ NA)	Observations /Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	During the period under review, no resignation of Statutory Auditors took place.
2.	Other conditions relating to resignation of statutory auditor		

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	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a) In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b) In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non- receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/explanation sought and not provided by the management, as applicable.</p> <p>c) The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>a) The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	NA	During the period under review, no resignation of Statutory Auditors took place.
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18 th October, 2019.	NA	During the period under review, no resignation of Statutory Auditors took place.

For Meenu G. & Associates
Company Secretaries

Meenu Gupta
(Proprietor)
Membership No. 52702
COP No. 26274
UDIN: A052702G000285627
PRN: 2443/2022

Date: 07.05.2025
Place: New Delhi