

# AVON MERCANTILE LIMITED

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To,  
The Listing Manager,  
Bombay Stock Exchange Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai- 400001

Dear Yash Gala,

**Ref: Clarification on Compliance of Reg. 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015 - Avon Mercantile Ltd.**

This is in pursuance to your email dated 19<sup>th</sup> July, 2023 wherein your good office advised us to submit the revised Annual Secretarial Compliance Report (*hereinafter referred to as 'ASCR'*) mentioning the correct Compliance status of provisions of Reg. 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

In view of the above, we have taken your advice *supra* into consideration and thus submitting the revised ASCR after making requisite required corrections and modification. Therefore, kindly consider this report in continuation of our previous report submitted on 30<sup>th</sup> May, 2023 to your good office for the prescribed period i.e., F.Y. ended 31<sup>st</sup> March 2023.

Kindly take it on record from 30<sup>th</sup> May, 2023 as per your good office.

*\*Note: The Company has installed and maintaining the structured digital database as per the provisions of the Regulation 3(5) of SEBI (Prohibition of Insider Trading) Regulation, 2015 w.e.f. 20<sup>th</sup> July, 2023*

For and on Behalf of  
AVON MERCANTILE LIMITED

**RAKESH KUMAR  
BHATNAGAR**

Digitally signed by RAKESH KUMAR BHATNAGAR  
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Rakesh Kumar Bhatnagar  
Director  
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Bharat Mall, Plot No. 1-2,  
Sector-25A, Gautam  
Buddha Nagar, Noida-  
201301 (U.P.)



# Roni & Associates

(Practicing Company Secretaries)

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**Revised - Annual Secretarial Compliance Report of AVON MERCANTILE LIMITED for the financial year ended 31<sup>st</sup> March, 2023.**

{Pursuant to Regulation 24A (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015}

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I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **AVON MERCANTILE LIMITED** (hereinafter referred as 'the listed entity'), having its Registered Office at Upper Basement, Smart Bharat Mall, Plot No.I-2, Sector-25A, NOIDA-201301 (U.P.), Secretarial Review was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my/our observations thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on 31<sup>st</sup> March, 2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter

I, Roni Soni, Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by **AVON MERCANTILE LIMITED** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31<sup>st</sup> March, 2023 ("Review Period") in respect of compliance with the provisions of:
  - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
  - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) The securities and exchange board of India (Listing Obligation and Disclosure

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Requirements) Regulation, 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) Regulation, 2018 - not applicable during the period under review; Not applicable during the review period)
- e) The securities and exchange board of India (Share based Employees Benefits and Seat Equity) Regulations, 2021 - Not applicable during the period under review;
- f) The securities and exchange board of India (Issue and Listing of Non-Convertible Securities ) Regulation 2021.
- g) The securities and exchange board of India (Prohibition of Insider Trading) Regulation, 2015

and circulars/ guidelines issued thereunder;

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

<b>Sr. No.</b>	<b>Particulars</b>	<b>Compliance Status (Yes/No/NA)</b>	<b>Observations /Remarks by PCS*</b>
1.	<b>Secretarial Standards:</b>  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	

2.	<p><b>Adoption and timely updation of the Policies:</b></p> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>• All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	YES	
3.	<p><b>Maintenance and disclosures on Website:</b></p> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• 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</li> </ul>	YES	
4.	<p><b>Disqualification of Director:</b></p> <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.	<p><b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b></p> <ul style="list-style-type: none"> <li>(a) Identification of material subsidiary companies</li> <li>(b) Disclosure requirement of material as well as other subsidiaries</li> </ul>	YES	

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
6.	<p><b>Preservation of Documents:</b></p> <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.	<p><b>Performance Evaluation:</b></p> <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.	<p><b>Related Party Transactions:</b></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) <del>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.</del></p>	YES	
9.	<p><b>Disclosure of events or information:</b></p> <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.	<p><b>Prohibition of Insider Trading:</b></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of</p>	NO	The Company is in the process of adopting a fully automated system, which will be fully

	Insider Trading) Regulations, 2015.		operational shortly)
11.	<p><b>Actions taken by SEBI or Stock Exchange(s), if any:</b></p> <p>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 (**).</p>	NA	As verified from the records and confirmed by the Company, during the review period no action has been taken against the company by the SEBI or Stock Exchange(s).

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
12.	<p><b>Additional Non-compliances, if any:</b></p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	NA	The trading in Company is suspended on BSE and the Company is in the process of revocation of the same.

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

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
1.	<p><b>Compliances with the following conditions while appointing/re-appointing an auditor</b></p> <p><b>i.</b> 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</p>		

	<p><b>ii.</b> 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</p> <p>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.</p>	NA	There was no resignation of the Auditor during the Audit period under review, However the term of the previous auditor ended and current auditor was appointed in the AGM held on 25.09.2022
2.	<b>Other conditions relating to resignation of statutory auditor</b>		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p><b>a.</b> 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>b.</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><b>c.</b> The Audit Committee / Board of Directors, as the case may be, deliberated</p>	NA	No such event occurred
		NA	There was no resignation of the Auditor during the Audit period under review
		YES	There was no resignation of the Auditor

	<p>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><b>ii.</b> Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI INFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	NA	<p>during the Audit period under review.</p> <p>No such event occurred</p>
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 18th October, 2019.	NA	There was no resignation of the Auditor during the Audit period under review.

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

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
Nil										



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(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	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
Nil										

Place: DELHI  
Date: 20.07.2023

**FOR Roni & Associates  
COMPANY SECRETARIES**

**RONI  
SONI**

Digitally signed by RONI SONI  
DN: c=IN, o=PERSONAL, title=9442,  
pseudonym=9eff4a78cf3149c59281f7f84536cd  
28,  
2.5.4.20=09604db64b23b08ed6055c88abf2  
1ad648f7d769ffc7521e4f2ed487689fa,  
postalCode=110045, st=Delhi,  
serialNumber=c:ca3239c24336850ba0d87d7ec  
cfe1e83c6848486f842f82b0cadaded91ea4,  
cn=RONI SONI  
Date: 2023.07.20 19:24:22 +05'30'

**Roni Soni  
Proprietorship  
M.NO.: F11600  
C.PNO.: 21854  
UDIN: F011600E000652009  
PR. CERT NO.: 3471/2023**

**Note:**

- ***This report is in continuation with previous report issued on 30<sup>th</sup> May, 2023.***
- ***The Company has installed and maintaining the structured digital database as per the provisions of the Regulation 3(5) of SEBI (Prohibition of Insider Trading) Regulation, 2015 w.e.f. 20th July, 2023.***