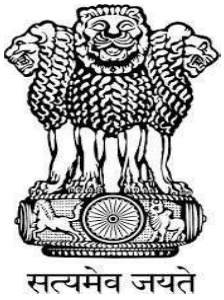
FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return

(other than OPCs and Small Companies)

Form language (•) English ( ) Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company	L46102DL1985PLC426661 **Pre-fill**
Global Location Number (GLN) of the company	
* Permanent Account Number (PAN) of the company	AAACJ6195Q
(ii) (a) Name of the company	SG MART LIMITED
(b) Registered office address	H No. 37, Ground Floor Hargovind Enclave, Vikas Marg East De lhi East Delhi East Delhi Delhi 110092
(c) *e-mail ID of the company	CO**********CO.IN
(d) *Telephone number with STD code	92******13
(e) Website	www.sgmart.co.in
(iii) Date of Incorporation	09/04/1985

(iv)

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital (•) Yes ( ) No

(vi) *Whether shares listed on recognized Stock Exchange(s) (•) Yes ( ) No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1

(b) CIN of the Registrar and Transfer Agent U67120WB2011PLC165872 **Pre-fill**

Name of the Registrar and Transfer Agent

MCS SHARE TRANSFER AGENT LIMITED

Registered office address of the Registrar and Transfer Agents

383 LAKE GARDENS
1ST FLOOR

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ◉ Yes ○ No

(a) If yes, date of AGM 28/09/2024

(b) Due date of AGM 30/09/2024

(c) Whether any extension for AGM granted ○ Yes ◉ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	G	Trade	G1	Wholesale Trading	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 1 **Pre-fill All**

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	SG Marts FZE		Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	150,000,000	111,540,000	111,540,000	111,540,000
Total amount of equity shares (in Rupees)	150,000,000	111,540,000	111,540,000	111,540,000

Number of classes 1

Class of Shares Equity Shares of Re. 1/- each	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	150,000,000	111,540,000	111,540,000	111,540,000
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	150,000,000	111,540,000	111,540,000	111,540,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes 0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	4,350	995,650	1000000	10,000,000	10,000,000	

Increase during the year	30,000	116,087,000	116117000	157,310,000	157,310,00	9,189,230,0(
i. Pubic Issues	0	0	0	0	0	
ii. Rights issue	0	0	0	0	0	
iii. Bonus issue	15,000	55,755,000	55770000	55,770,000	55,770,000	
iv. Private Placement/ Preferential allotment	0	4,577,000	4577000	45,770,000	45,770,000	9,189,230,0(
v. ESOPs	0	0	0	0	0	
vi. Sweat equity shares allotted	0	0	0	0	0	
vii. Conversion of Preference share	0	0	0	0	0	
viii. Conversion of Debentures	0	0	0	0	0	
ix. GDRs/ADRs	0	0	0	0	0	
x. Others, specify Dematerialisation of 2850 shares and split of 55,77	15,000	55,755,000	55770000	55,770,000	55,770,000	
Decrease during the year	4,350	5,572,650	5577000	55,770,000	55,770,000	0
i. Buy-back of shares	0	0	0	0	0	
ii. Shares forfeited	0	0	0	0	0	
iii. Reduction of share capital	0	0	0	0	0	
iv. Others, specify Dematerialisation of 2850 shares and split of 55,77,	4,350	5,572,650	5577000	55,770,000	55,770,000	
At the end of the year	30,000	111,510,000	111540000	111,540,000	111,540,00	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company INE385F01024

(ii) Details of stock split/consolidation during the year (for each class of shares) 1

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares	5,577,000		
	Face value per share	10		
After split / Consolidation	Number of shares	55,770,000		
	Face value per share	1		

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☒ Nil

[Details being provided in a CD/Digital Media] ◯ Yes ◯ No ◯ Not Applicable

Separate sheet attached for details of transfers ◯ Yes ◯ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting			
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	

Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures) 1

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Fully Convertible Warr	723,000	10	7,230,000	2.5	1,807,500
Total	723,000		7,230,000		1,807,500

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover 26,828,980,593

(ii) Net worth of the Company 10,870,912,107

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	58,775,592	52.69	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	

3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	58,775,592	52.69	0	0

Total number of shareholders (promoters) 2

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	**Percentage**	**Number of shares**	**Percentage**
1.	Individual/Hindu Undivided Family				
	(i) Indian	32,562,409	29.19	0	
	(ii) Non-resident Indian (NRI)	22,343	0.02	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	8,115,680	7.28	0	
7.	Mutual funds	600,000	0.54	0	

8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	11,283,376	10.12	0	
10.	Others IEPF	180,600	0.16	0	
	Total	52,764,408	47.31	0	0

Total number of shareholders (other than promoters) 10,718

Total number of shareholders (Promoters+Public/ Other than promoters) 10,720

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company 10

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
PERGO COMPANY LIM	DBS BANK INDIA LTD, FIRST FLOOI			5,000	0
EMERGE CAPITAL OPP	KOTAK MAHINDRA BANK LIMITED,			360,000	0.32
HIGH CONVICTION FU	DEUTSCHE BANK AG, DB HOUSE, H			400,000	0.36
360 ONE EQUITY OPP(	360 ONE CENTRE,KAMALA CITY,SE			80,000	0.07
TURNAROUND OPPOF	DEUTSCHE BANK AG, DB HOUSE, H			800,000	0.72
PERSISTENT GROWTH	ORBIS FINANCIAL CORPORATION I			30,680	0.03
ABAKKUS GROWTH FU	ABAKKUS CORPORATE CENTER 6T			800,000	0.72
ABAKKUS DIVERSIFIED	ICICI BANK LTD, EMPIRE COMPELX			800,000	0.72
SAGEONE - FLAGSHIP	706 TOWER 2 WORLD TRADE CENT			800,000	0.72
KITARA PIIN 1103	C/O KOTAK MAHINDRA BANK LIMI			4,040,000	3.62

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS (Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	2	2
Members (other than promoters)	579	10,718
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. **Promoter**	1	1	0	1	0	12.46
B. Non-Promoter	0	2	1	2	0	0
(i) Non-Independent	0	0	1	0	0	0
(ii) Independent	0	2	0	2	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	3	1	3	0	12.46

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 6

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Prakash Kumar Singh	06398868	Director	0	
Arihant Chopra	09436637	Director	0	
Shivkumar Niranjanlal I	09736916	Whole-time directo	0	
Meenakshi Gupta	01158825	Director	13,898,820	09/08/2024
Sachin Kumar	EPEPS3999F	Company Secretar	2,080	
Suraj Kumar	AUIPK1853H	CFO	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year 13

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Shivkumar Niranjanl	09736916	Additional director	03/04/2023	Appointment
Meenakshi Gupta	01158825	Additional director	03/10/2023	Appointment
Gaurank Singhal	09081559	Director	03/04/2023	Resignation
Khushboo Singhal	09420048	Director	03/04/2023	Change in designation
Khushboo Singhal	09420048	Director	03/10/2023	Resignation
Sanjay Kumar	AGUPG5651P	CFO	23/09/2023	Appointment
Somya Gupta	BAIPA9791F	CFO	23/09/2023	Resignation
Sanjay Kumar	AGUPG5651P	CFO	28/02/2024	Resignation
Suraj Kumar	AUIPK1853H	CFO	01/03/2024	Appointment
Sachin Kumar	EPEPS3999F	Company Secretary	03/04/2023	Appointment
Richa Srivastava	FPBPS3812H	Company Secretary	03/04/2023	Resignation
Shivkumar Niranjanl	09736916	Whole-time director	03/04/2023	Change in designation
Meenakshi Gupta	01158825	Director	09/02/2024	Change in designation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held 1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	30/09/2023	493	10	20.84

B. BOARD MEETINGS

*Number of meetings held 8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	03/04/2023	5	5	100
2	17/04/2023	4	4	100
3	10/07/2023	4	4	100
4	23/09/2023	4	3	75
5	03/10/2023	4	3	75
6	12/10/2023	4	3	75
7	08/01/2024	4	4	100
8	10/02/2024	4	4	100

C. COMMITTEE MEETINGS

Number of meetings held 15

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committe	03/04/2023	3	3	100
2	Audit Committe	17/04/2023	3	3	100
3	Audit Committe	10/07/2023	3	2	66.67
4	Audit Committe	23/09/2023	3	2	66.67
5	Audit Committe	12/10/2023	3	2	66.67
6	Audit Committe	13/11/2023	3	3	100
7	Audit Committe	08/01/2024	3	3	100
8	Audit Committe	10/02/2024	3	3	100
9	Nomination an	03/04/2023	3	3	100
10	Nomination an	10/07/2023	3	2	66.67

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on 28/09/2024 (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	Prakash Kuma	8	8	100	15	15	100	Yes
2	Arihant Chopr	8	8	100	15	15	100	Yes
3	Shivkumar Nir	8	8	100	0	0	0	Yes
4	Meenakshi Gu	3	2	66.67	7	6	85.71	Not Applicable

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered: 1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Shivkumar Niranjan	Whole-time direc	11,993,791	0	0	0	11,993,791
	Total		11,993,791	0	0	0	11,993,791

Number of CEO, CFO and Company secretary whose remuneration details to be entered: 4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sachin Kumar	Company Secre	1,038,358	0	0	0	1,038,358
2	Suraj Kumar	CFO	326,880	0	0	0	326,880
3	Somya Gupta	CFO	160,000	0	0	0	160,000
4	Sanjay Garg	CFO	1,352,216	0	0	0	1,352,216
	Total		2,877,454	0	0	0	2,877,454

Number of other directors whose remuneration details to be entered: 2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	PRAKASH KUMAR	Independent Dir	0	0	0	330,000	330,000
2	ARIHANT CHOPRA	Independent Dir	0	0	0	123,500	123,500
	Total		0	0	0	453,500	453,500

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ◉ Yes ○ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

◉ Yes ○ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name: Anjali Yadav & Associates

Whether associate or fellow: ○ Associate ◉ Fellow

Certificate of practice number: 7257

I/We certify that:
(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. .. 10 dated 03/04/2023 (DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been compiled with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director SHIVKUMAR NIRANJANLAL BANSAL Digitally signed by SHIVKUMAR NIRANJANLAL BANSAL Date: 2024.11.22 14:19:15 +05'30'

DIN of the director 0*7*6*1*

To be digitally signed by SACHIN KUMAR Digitally signed by SACHIN KUMAR Date: 2024.12.09 10:11:14 +05'30'

(•) Company Secretary

( ) Company secretary in practice

Membership number 6*5*5 Certificate of practice number

Attachments

		List of attachments
1. List of share holders, debenture holders	**Attach**	List of Shareholders Mart 31 03 2024.pdf
2. Approval letter for extension of AGM;	**Attach**	SGML Commiittees Meeting.pdf
3. Copy of MGT-8;	**Attach**	Details of Director as on 31 03 2024.pdf
4. Optional Attachement(s), if any	**Attach**	Final MGT-8_SG Mart.pdf

Remove attachment

Modify | Check Form | Prescrutiny | Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company