

| <b>General information about company</b> |                          |
|--|--------------------------|
| Scrip code                               | 538943                   |
| NSE Symbol                               |                          |
| MSEI Symbol                              |                          |
| ISIN                                     | INE321M01017             |
| Name of the entity                       | Sonal Mercantile Limited |
| Date of start of financial year          | 01-04-2018               |
| Date of end of financial year            | 31-03-2019               |
| Reporting Quarter                        | Quarterly                |
| Date of Report                           | 30-06-2018               |
| Risk management committee                | Not Applicable           |

**Annexure I****Annexure I to be submitted by listed entity on quarterly basis****I. Composition of Board of Directors**

| Disclosure of notes on composition of board of directors explanatory                 |                 |                      |            |          |  |                         |                         |   |                   |                                |  | Textual Information(1)  |  |                             |                             |
|--|-----------------|----------------------|------------|----------|--|-------------------------|-------------------------|---|-------------------|--------------------------------|--|---|--|-----------------------------|-----------------------------|
| Is there any change in information of board of directors compare to previous quarter |                 |                      |            |          |  |                         |                         |   |                   |                                |  |   |  |                             |                             |
| Sr   | Title (Mr / Ms) | Name of the Director | PAN        | DIN      | Category 1 of directors                  | Category 2 of directors | Category 3 of directors | Date of appointment in the current term | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Notes for not providing PAN | Notes for not providing DIN |
| 1  | Mr              | Sunil Kumar          | AEUPK8771N | 00243057 | Executive Director                       | Not Applicable          |                         | 10-12-2009                              |                   |                                | 1  | 0   | 0  |                             |                             |
| 2  | Mr              | Deep Chand Singhal   | AVGPS0084H | 00815681 | Non-Executive - Non Independent Director | Not Applicable          |                         | 03-12-2009                              |                   |                                | 1  | 2   | 0  |                             |                             |
| 3  | Mr              | Vikram Sharma        | AMXPS1768G | 00243482 | Non-Executive - Independent Director     | Chairperson             |                         | 10-12-2009                              |                   | 103                            | 1  | 2   | 2  |                             |                             |
| 4  | Mr              | Naresh Poddar        | AIBPP9067D | 00381066 | Non-Executive - Independent Director     | Not Applicable          |                         | 30-05-2018                              |                   | 1                              | 1  | 2   | 0  |                             |                             |

**Annexure I****Annexure I to be submitted by listed entity on quarterly basis****I. Composition of Board of Directors**

| Sr | Title (Mr / Ms) | Name of the Director | PAN        | DIN      | Category 1 of directors              | Category 2 of directors | Category 3 of directors | Date of appointment in the current term | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Notes for not providing PAN | Notes for not providing DIN |
|----|-----------------|----------------------|------------|----------|--------------------------------------|-------------------------|-------------------------|---|-------------------|--------------------------------|--|---|--|-----------------------------|-----------------------------|
| 5  | Ms              | Rukhsana             | ACJPR7878N | 05151168 | Non-Executive - Independent Director | Not Applicable          |                         | 20-05-2014                              | 01-06-2018        |                                | 0  | 0   | 0  |                             |                             |

| <b>Text Block</b>      |   |
|------------------------|---|
| Textual Information(1) | <ol style="list-style-type: none"><li>1. Ms. Rukhsana (Non-Executive, Independent Director, Woman Director) has resigned with effect from June 01, 2018;</li><li>2. Mr. Naresh Poddar has appointed as an Additional Independent Director (Non-Executive) as on May 30, 2018.</li></ol> |

|  |                        |
|--|------------------------|
| <b>Annexure 1</b>  |                        |
| <b>II. Composition of Committees</b>   |                        |
| Disclosure of notes on composition of committees explanatory                 | Textual Information(1) |
| Is there any change in information of committees compare to previous quarter |                        |

| <b>Annexure 1 Text Block</b> |   |
|------------------------------|---|
| Textual Information(1)       | <p>Due to the resignation of Ms. Rukhsana (Non-Executive, Independent Director, Woman Director) and the admission of Mr. Naresh Poddar (Non-Executive Independent Director) the Committees were reconstituted as on June 01, 2018.</p> <p>With effect from this date, Mr. Naresh Poddar has become member of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee in place of Ms. Rukhsana.</p> |

| <b>Audit Committee Details</b> |            |                           |  |                         |         |
|--------------------------------|------------|---------------------------|--|-------------------------|---------|
| Sr                             | DIN Number | Name of Committee members | Category 1 of directors                  | Category 2 of directors | Remarks |
| 1                              | 00243482   | Mr. Vikram Sharma         | Non-Executive - Independent Director     | Chairperson             |         |
| 2                              | 00815681   | Mr. Deep Chand Singhal    | Non-Executive - Non Independent Director | Member                  |         |
| 3                              | 00381066   | Mr. Naresh Poddar         | Non-Executive - Independent Director     | Member                  |         |

| <b>Nomination and remuneration committee</b> |            |                           |  |                         |         |
|--|------------|---------------------------|--|-------------------------|---------|
| Sr   | DIN Number | Name of Committee members | Category 1 of directors                  | Category 2 of directors | Remarks |
| 1  | 00243482   | Mr. Vikram Sharma         | Non-Executive - Independent Director     | Chairperson             |         |
| 2  | 00815681   | Mr. Deep Chand Singhal    | Non-Executive - Non Independent Director | Member                  |         |
| 3  | 00381066   | Mr. Naresh Poddar         | Non-Executive - Independent Director     | Member                  |         |



| <b>Stakeholders Relationship Committee</b> |            |                           |  |                         |         |
|--|------------|---------------------------|--|-------------------------|---------|
| Sr   | DIN Number | Name of Committee members | Category 1 of directors                  | Category 2 of directors | Remarks |
| 1  | 00243482   | Mr. Vikram Sharma         | Non-Executive - Independent Director     | Chairperson             |         |
| 2  | 00815681   | Mr. Deep Chand Singhal    | Non-Executive - Non Independent Director | Member                  |         |
| 3  | 00381066   | Mr. Naresh Poddar         | Non-Executive - Independent Director     | Member                  |         |

| <b>Risk Management Committee</b> |            |                           |  |                         |         |
|----------------------------------|------------|---------------------------|--|-------------------------|---------|
| Sr                               | DIN Number | Name of Committee members | Category 1 of directors                  | Category 2 of directors | Remarks |
| 1                                | 00243482   | Mr. Vikram Sharma         | Non-Executive - Independent Director     | Chairperson             |         |
| 2                                | 00815681   | Mr. Deep Chand Singhal    | Non-Executive - Non Independent Director | Member                  |         |
| 3                                | 00243057   | Mr. Sunil Kumar           | Executive Director                       | Member                  |         |

| <b>Corporate Social Responsibility Committee</b> |            |                           |                         |                         |         |
|--|------------|---------------------------|-------------------------|-------------------------|---------|
| Sr   | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |

| <b>Other Committee</b> |            |                           |                         |                         |                         |         |
|------------------------|------------|---------------------------|-------------------------|-------------------------|-------------------------|---------|
| Sr                     | DIN Number | Name of Committee members | Name of other committee | Category 1 of directors | Category 2 of directors | Remarks |

| <b>Annexure 1</b>  |   |  |   |
|--|---|--|---|
| <b>Annexure 1</b>  |   |  |   |
| <b>III. Meeting of Board of Directors</b>                        |   |  |   |
| Disclosure of notes on meeting of board of directors explanatory |   |  |   |
| Sr   | Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the current quarter | Maximum gap between any two consecutive (in number of days) |
| 1  | 20-01-2018  |  |   |
| 2  | 29-01-2018  |  | 8   |
| 3  | 05-02-2018  |  | 6   |
| 4  | 07-03-2018  |  | 29  |
| 5  | 30-03-2018  |  | 22  |
| 6  |   | 22-05-2018   | 52  |
| 7  |   | 30-05-2018   | 7   |

| <b>Annexure 1</b>  |                                       |   |  |                           |   |  |                         |
|--|---------------------------------------|---|--|---------------------------|---|--|-------------------------|
| <b>IV. Meeting of Committees</b>                         |                                       |   |  |                           |   |  |                         |
| Disclosure of notes on meeting of committees explanatory |                                       |   |  |                           |   |  |                         |
| Sr   | Name of Committee                     | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (Yes/No) | Requirement of Quorum met | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings (in number of days) | Name of other committee |
| 1  | Audit Committee                       | 25-05-2018  | Yes  | 3                         | 05-02-2018  | 108  |                         |
| 2  | Nomination and remuneration committee | 18-05-2018  | Yes  | 3                         | 01-03-2018  | 77   |                         |
| 3  | Nomination and remuneration committee | 25-05-2018  | Yes  | 3                         |   | 7  |                         |
| 4  | Stakeholders Relationship Committee   | 15-06-2018  | Yes  | 3                         | 10-03-2018  | 96   |                         |

| <b>Annexure 1</b>                    |  |                                  |  |
|--------------------------------------|--|----------------------------------|--|
| <b>V. Related Party Transactions</b> |  |                                  |  |
| Sr                                   | Subject  | Compliance status<br>(Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 1                                    | Whether prior approval of audit committee obtained   | NA                               |  |
| 2                                    | Whether shareholder approval obtained for material RPT   | NA                               |  |
| 3                                    | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | NA                               |  |

| <b>Annexure 1</b>       |  |                               |
|-------------------------|--|-------------------------------|
| <b>VI. Affirmations</b> |  |                               |
| Sr                      | Subject  | Compliance status<br>(Yes/No) |
| 1                       | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015  | No                            |
| 2                       | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee  | Yes                           |
| 3                       | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee                                   | Yes                           |
| 4                       | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee                                   | Yes                           |
| 5                       | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities) | NA                            |
| 6                       | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.                              | Yes                           |
| 7                       | The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.                  | Yes                           |
| 8                       | This report and/or the report submitted in the previous quarter has been placed before Board of Directors.   | Yes                           |
| 9                       | Any comments/observations/advice of Board of Directors may be mentioned here:  | Textual<br>Information(1)     |



| <b>Annexure 1</b> |                   |   |
|-------------------|-------------------|---|
| Sr                | Subject           | Compliance status                       |
| 1                 | Name of signatory | Richa Sharma                            |
| 2                 | Designation       | Company Secretary and Compliance Office |

| <b>Text Block</b>      |   |
|------------------------|---|
| Textual Information(1) | <p>Ms. Rukhsana (Appointed on May 20, 2014 as Woman Director on the Board of the Company as per the requirement of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) has resigned with effect from June 01, 2018.</p> <p>Our Board of Directors are in search of suitable female candidate but could not find the same who can occupy the position of Woman Director on the Board of Company. Hence, the composition of our Board is not as per the requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>Stock Exchange will be apprised about the appointment in the due course.</p> |

| <b>Signatory Details</b> |   |
|--------------------------|---|
| Name of signatory        | Richa Sharma                            |
| Designation of person    | Company Secretary and Compliance Office |
| Place                    | New Delhi                               |
| Date                     | 13-07-2018                              |

