



Date: 18th June, 2026

To,

**The BSE Limited,
Floor 25, P.J. Tower,
Dalal Street,
Mumbai-400001.**

**The Metropolitan Stock Exchange of India Limited,
Viobgyor Towers, 4th Floor, Plot No. C-62
G-Block, Opp. Tridennt Hotel, Bandra Kurla Complex,
Bandra (E), Mumbai-400098.**

Scrip ID - TOYAMSL, Script Code: 538607

Subject: Subject: Annual Secretarial Compliance Report for the year ended March 31, 2026 pursuant to Regulation 24A of the SEBI (LODR) Regulation, 2015.

Dear Sir(s),

This with reference to the above-mentioned subject, please find enclosed Annual Secretarial Compliance Report pursuant to Regulation 24A of the SEBI (LODR) Regulations, 2015 for the year ended March 31st, 2026 received from M/s. Nidhi Bajaj & Associates, Practicing Company Secretaries.

Please take the same on your record and acknowledge the receipt of the same

Thanking You,
Yours Faithfully

For Toyam Sports Limited

**Nayan Sablok
Company Secretary**

SECRETARIAL COMPLIANCE REPORT OF TOYAM SPORTS LIMITED HAVING (CIN: L74110MH1985PLC285384) FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026

To,
The Board of Directors
TOYAM SPORTS LIMITED
503, shri Krishna Complex, Opp. Laxmi Industrial Estate,
New Link Road, Mumbai - 400053

[Pursuant to Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

I, **CS Nidhi Bajaj**, Practicing Company Secretary have examined:

- All the documents and records made available to us and explanation provided by **TOYAM SPORTS LIMITED** ("the listed entity").
- The filings/submissions made by the listed entity to the stock exchanges,
- Website of the listed entity,
- Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March, 2026 in respect of compliance with the provisions of:

- The Securities and Exchange Board of India Act, 1992 and the Regulations, circulars, guidelines issued thereunder; and
- The Securities Contracts (Regulation) Act, 1956, rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India;

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

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **During the FY 2024-25 the Board in its meeting held on 06-12-2024 approved issue of 68,75,000 Equity shares on preferential allotment basis and approved issue of 31,25,000 Equity shares on preferential allotment basis and received shareholders approval on 02-01-2025 and company filed in-principle approval to both stock exchange and as on the closure of the FY the status of application of in-principle approval is still pending with both stock exchange, no allotment was done till 31-03-2026.**



- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not applicable during the period review.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not applicable during the period review.**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not applicable during the period review.**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not applicable during the period review.**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Applicable Regulations and circulars/guidelines issued thereunder;

We hereby report that, during the Review Period

- 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 Violations	Fine Amount	Observation Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 33 of SEBI (LODR) Regulations, 2015	22 days delay on submission of Financial results for quarter and year ended 31.03.2025	BSE Ltd	SOP Fine Levied	Non-Compliance under Regulation 33 of SEBI (LODR) Regulations, 2015	Details not received from the company	The Company has submitted financial results with delay of 22 days	As informed by the Management, the delay was due to non-receipt of required details from the subsidiary company in U.A.E, which resulted in delay in preparation of the consolidated financial statements.	Company has not paid the SOP Fine Levied



2.	Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 33 of SEBI (LODR) Regulations, 2015	22 days delay on submission of Financial results for quarter and year ended 31.03.2025	MSEI Ltd	SOP Fine Levied	Non-Compliance under Regulation 33 of SEBI (LODR) Regulations, 2015	Details not received from the company	The Company has submitted financial results with delay of 22 days	As informed by the Management, the delay was due to non-receipt of required details from the subsidiary company in U.A.E., which resulted in delay in preparation of the consolidated financial statements.	Company has not paid the SOP Fine Levied
3.	Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 33 of SEBI (LODR) Regulations, 2015	21 days delay on submission of Financial results for quarter ended 30.06.2025	BSE Ltd	SOP Fine Levied	Non-Compliance under Regulation 33 of SEBI (LODR) Regulations, 2015	112100	The Company has submitted financial results with delay of 21 days	As informed by the Management, the delay was due to non-receipt of required details from the subsidiary company in U.A.E., which resulted in delay in preparation of the consolidated financial statements.	Company has not paid the SOP Fine Levied
4.	Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 33 of SEBI (LODR) Regulations, 2015	21 days delay on submission of Financial results for quarter ended 30.06.2025	MSEI Ltd	SOP Fine Levied	Non-Compliance under Regulation 33 of SEBI (LODR) Regulations, 2015	Details not received from the company	The Company has submitted financial results with delay of 21 days	As informed by the Management, the delay was due to non-receipt of required details from the subsidiary company in	Company has not paid the SOP Fine Levied

									U.A.E., which resulted in delay in preparation of the consolidated financial statements.	
5.	Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 33 of SEBI (LODR) Regulations, 2015	21 days 67 delay on submission of Financial results for quarter and half year ended 30.09.2025	BSE Ltd	SOP Fine Levied	Non-Compliance under Regulation 33 of SEBI (LODR) Regulations, 2015	Details not received from the company	The Company has submitted financial results with delay of 67 days	As informed by the Management, the delay was due to non-receipt of required details from the subsidiary company in U.A.E., which resulted in delay in preparation of the consolidated financial statements.	Company has not paid the SOP Fine Levied
6.	Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 33 of SEBI (LODR) Regulations, 2015	21 days 67 delay on submission of Financial results for quarter and half year ended 30.09.2025	MSEI Ltd	SOP Fine Levied	Non-Compliance under Regulation 33 of SEBI (LODR) Regulations, 2015	Details not received from the company	The Company has submitted financial results with delay of 67 days	As informed by the Management, the delay was due to non-receipt of required details from the subsidiary company in U.A.E., which resulted in delay in preparation of the consolidated financial statements.	Company has not paid the SOP Fine Levied



7.	Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 33 of SEBI (LODR) Regulations, 2015	68 days 67 delay on submission of Financial results for quarter ended 31.12.2025	BSE Ltd	SOP Fine Levied	Non-Compliance under Regulation 33 of SEBI (LODR) Regulations, 2015	265500	The Company has submitted financial results with delay of 68 days	As informed by the Management, the delay was due to non-receipt of required details from the subsidiary company in U.A.E., which resulted in delay in preparation of the consolidated financial statements.	Company has not paid the SOP Fine Levied
8.	Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 33 of SEBI (LODR) Regulations, 2015	68 days 67 delay on submission of Financial results for quarter ended 31.12.2025	MSEI Ltd	SOP Fine Levied	Non-Compliance under Regulation 33 of SEBI (LODR) Regulations, 2015	Details not received from the company	The Company has submitted financial results with delay of 68 days	As informed by the Management, the delay was due to non-receipt of required details from the subsidiary company in U.A.E., which resulted in delay in preparation of the consolidated financial statements.	Company has not paid the SOP Fine Levied
9.	Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 31 of SEBI (LODR) Regulations, 2015	Delay in filing of Shareholding pattern for quarter ended 30.06.2025	BSE Ltd	SOP Fine Levied	Non-Compliance under Regulation 31 of SEBI (LODR) Regulations, 2015	35400	Delay in filing of Shareholding pattern	Company was in process of filing	Company has not paid the SOP Fine Levied



10.	Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 23(9) of SEBI (LODR) Regulations, 2015	Company has delayed the filing	BSE Ltd	SOP Fine Levied	Company has delayed the filing	Details not received from the company	Company has delayed the filing	Company was in process of filing	Company has not paid the SOP Fine Levied
11.	Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 6 of SEBI (LODR) Regulations, 2015	Delay in appointment of qualified Company Secretary as a Compliance Officer	BSE Ltd	SOP Fine Levied	Delay in appointment of qualified Company Secretary as a Compliance Officer	9440	Delay in appointment of qualified Company Secretary as a Compliance Officer	Company was in process of finalizing the candidate	Company has not paid the SOP Fine Levied
12.	Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 6 of SEBI (LODR) Regulations, 2015	Delay in appointment of qualified Company Secretary as a Compliance Officer	MSEI Ltd	SOP Fine Levied	Delay in appointment of qualified Company Secretary as a Compliance Officer	9440	Delay in appointment of qualified Company Secretary as a Compliance Officer	Company was in process of finalizing the candidate	Company has not paid the SOP Fine Levied

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

Sr. No.	Observations/ Remarks Of the Practicing Company Secretary in the previous reports) (PCS)	Observations made in the secretarial compliance report for the year ended (the years are to be mentioned)	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	The Company has submitted financial results of 31.03.2024 with 12 days delay	31.03.2025	Regulation 33 of SEBI (LODR) Regulations, 2015	Delay of 12 days Company paid a SOP Fine of Rs. 70,800/- each to BSE Ltd and MSEI Ltd	Company paid a SOP Fine of Rs. 70,800/- each to BSE Ltd and MSEI Ltd	Company paid a SOP Fine of Rs. 70,800/- each to BSE Ltd and MSEI Ltd and no other action taken





2.	The Company has delayed filing for Annual Compliance Report 24 (A)	31.03.2025	Regulation 24(A) of SEBI (LODR) Regulations, 2015	Company paid a SOP Fine of Rs. 2360/- to BSE Ltd	Company paid a SOP Fine of Rs. 2,360/- to BSE Ltd	Company has paid SOP fine and no other actions taken
3.	The Company has delayed filing for related Party Transaction 23(9) for quarter ended 31.03.2024	31.03.2025	Regulation 23(9) of SEBI (LODR) Regulations, 2015	Company paid a SOP Fine of Rs. 11800/- to BSE Ltd	Company paid a SOP Fine of Rs. 11,800/- to BSE Ltd	Company has paid SOP fine and no other actions taken
4.	The Composition of Board of Directors was not as per Regulation 17(1) for quarter ended 30.06.2024	31.03.2025	Regulation 17(1) of SEBI (LODR) Regulations, 2015	BSE levied SOP fine of Rs. 5,36,900/-	No action was taken	Company has not paid SOP fine of Rs. 5,36,900/- levied by BSE
5.	The Company has submitted financial results for quarter ended 30.06.2024 with 13 days delay	31.03.2025	Regulation 33 of SEBI (LODR) Regulations, 2015	Delay of 13 days Company paid a SOP Fine of Rs. 70,800/- each to BSE Ltd and MSEI Ltd	Company paid a SOP Fine of Rs. 70,800/- each to BSE Ltd and MSEI Ltd	Company paid a SOP Fine of Rs. 70,800/- each to BSE Ltd and MSEI Ltd and no other action taken
6.	The Composition of Board of Directors was not as per Regulation 17(1) for quarter ended 30.09.2024	31.03.2025	Regulation 17(1) of SEBI (LODR) Regulations, 2015	BSE levied SOP fine of Rs. 5,42,800/-	No action was taken	Company has not paid SOP fine of Rs. 5,42,800/- levied by BSE





7. The Company has submitted financial results for quarter ended 30.09.2024 with 22 days delay	31.03.2025	Regulation 33 of SEBI (LODR) Regulations, 2015	Delay of 22 days Company paid a SOP Fine of Rs. 1,29,800/- each to BSE Ltd and MSEI Ltd	Company paid a SOP Fine of Rs. 1,29,800/- each to BSE Ltd and MSEI Ltd	Company paid a SOP Fine of Rs. 129800/- each to BSE Ltd and MSEI Ltd and no other action taken
8. The Company has submitted financial results for quarter ended 31.12.2024 with 22 days delay	31.03.2025	Regulation 33 of SEBI (LODR) Regulations, 2015	Delay of 24 days Company paid a SOP Fine of Rs. 1,41,600/- each to BSE Ltd and MSEI Ltd	Company paid a SOP Fine of Rs. 1,41,600/- each to BSE Ltd and MSEI Ltd	Company paid a SOP Fine of Rs. 1,41,600/- each to BSE Ltd and MSEI Ltd and no other action taken
9. The Composition of Board of Directors was not as per Regulation 17(1) for quarter ended 31.12.2024	31.03.2025	Regulation 17(1) of SEBI (LODR) Regulations, 2015	BSE levied SOP fine of Rs. 76,700/-	Company paid a SOP Fine of Rs. 76,700/- each to BSE Ltd	Company paid a SOP Fine of Rs. 76,700/- each to BSE Ltd



- a) We hereby report that, during the Review Period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<p>Secretarial Standards:</p> <p>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.</p>	YES	None
2.	<p>Adoption and timely updation of the Policies:</p> <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	None
3.	<p>Maintenance and disclosures on Website:</p> <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	None
4.	<p>Disqualification of Director:</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	None





5.	Details related to Subsidiaries of listed entities have Been examined w. r. t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as Other subsidiaries	YES YES	None
6.	Preservation of Documents: 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.	YES	None
7.	Performance Evaluation: 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.	YES	None
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) 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	The Company duly obtained prior approval of Audit Committee and shareholders for related party transactions including material related party transactions, where ever deemed required/necessary.
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule-III of SEBI LODR Regulations, 2015 within	YES	None





	the time limits prescribed thereunder.		
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	None
11.	Actions taken by SEBI or Stock Exchange(s), if any: 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 (**).	NO	Stock Exchanges (BSE Ltd. And MSEI Ltd.) has imposed SOP fines under various regulations of SEBI (LODR) Reg. 2015 due to non-compliances and delayed submissions. Company has not paid the SOP fines levied till date.
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries 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.	YES	-
13.	Additional Non-compliances, if any: No additional non-compliance observed for any of the SEBI regulation/circular/guidance note etc. except as reported above.	Yes	





Assumptions & Limitation scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Book of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the managements has conducted the affairs of the listed entity.

For **Nidhi Bajaj & Associates**
Company Secretary



Nidhi Bajaj
Proprietor
ACS - 28907, COP - 14596

UDIN: A028907H000649164
Peer Review Cert. No. 2458/2022

Date: 18-06-2026
Place: Thane