

MKVENTURES CAPITAL LIMITED

CIN: L17100MH1991PLC059848

Regd Off: 11th Floor, Express Towers Nariman Point, Mumbai City - 400021

Email: info@mkventurescapital.com | Tel: +91 22 6267 3701 | Website: <https://mkventurescapital.com/>

Date: May 30, 2025

The Manager,
Dept. of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
1st Floor, Dalal Street,
Mumbai - 400001

Scrip Code: 514238

Subject: Secretarial Compliance Report for the year ended March 31, 2025 under Regulation 24A of SEBI (LODR) Regulations, 2015

Please find enclosed herewith the Secretarial Compliance Report of the Company for the Financial year ended on March 31, 2025 issued by Shruti Somani, Practicing Company Secretaries under Regulation 24A of SEBI (LODR) Regulations, 2015.

Thanking you,

Yours truly,
For MKVENTURES CAPITAL LIMITED

Mr. Sanket Rathi
Company Secretary & Compliance Officer
Encl:



Shruti Somani
Practicing Company Secretary

Harsh Villa, Plot No. 157
RSC Road No. 50, Gorai 2
Borivali (W), Mumbai – 400 092
Tel. No.: +91 22 3574 5802
Email ID: shrutisomani91@gmail.com

ANNUAL SECRETARIAL COMPLIANCE REPORT

(Pursuant to Regulation 24A of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

of

MKVentures Capital Limited ('the Company') for the financial year ended March 31, 2025

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by MKVentures Capital Limited (hereinafter referred as 'the listed Company') having its Registered Office at 11th Floor, Express Towers Nariman Point, Mumbai – 400 021. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my 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, I hereby report that in my opinion, the Company has, during the review period covering the financial year ended on March 31, 2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have been appointed by the Company to submit the Annual Secretarial Compliance Report pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the financial year ended March 31, 2025.

I, Shruti Somani, Practicing Company Secretary, have examined:

- (a) all the documents and records made available to me and explanation provided by the Listed entity;
- (b) the filings/ submissions made by the listed entity to the Stock Exchange;
- (c) website of the Company; and
- (d) any other documents / filings, as may be relevant, which has been relied upon to make this certification, for the financial year ended on March 31, 2025 ("**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, and guidelines issued thereunder; and
 - (b) the Securities Contracts (Regulation) Act, 1956 ("**SCRA**"), rules made thereunder, and the Regulations, circulars, and guidelines issued thereunder by the Securities and Exchange Board of India ("**SEBI**").



Shruti Somani
Practicing Company Secretary

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

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; (“SEBI LODR Regulations 2015”),
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable during the review period**
- e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable during the review period**
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended;
- h) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants)
- i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;
- j) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;
- k) Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993 (in relation to obligations of Issuer Company); **Not Applicable during the review period,**

and based on the above examination, I hereby report that, during the review period:

- a. The Company 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 the Company, if any	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL										



- 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 Practising Company Secretary	Management Response	Remarks
1.	*	Rule 19(2)(B) & Rule 19A of the Securities Contract (Regulation) Rules, 1957, read with Regulation 38 of SEBI (LODR) Regulations, 2015	The Company was required to attain Minimum Public Shareholding ("MPS") by 23rd February 2023. The Company achieved the MPS by 9 th May 2023.	The Company achieved the MPS by 2nd May 2023	The Company achieved the MPS by 9 th May 2023 with a delay of 75 days	Delayed achievement of MPS with a delay of 75 days	Rs. 442,500	There was a delay of 68 days in the achievement of MPS. The Company has paid the penalty.	Delay due to non-completion of the Rights Issue initiated for the process of achievement of MPS	Payment made on 08 th March 2023 & 29 th May 2023

* Rule 19(2)(B) and Rule 19A of the Securities Contract (Regulation) Rules, 1957, read with Regulation 38 of the SEBI (LODR) Regulations, 2015, provide for Minimum Public Shareholding ("MPS") of 25% of paid-up Capital of the listed entity.

- c) I 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/N.A.)	Observations /Remarks by PCS*
1.	Secretarial Standards: 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.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entity. 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 Yes	



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3.	Maintenance and disclosures on Website: <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 Yes Yes	
4.	Disqualification of Director: None of the Directors of the Company is/are disqualified under Section 164 of the Companies Act, 2013, as confirmed by the listed entity.	Yes	
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	
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per the Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	
7.	Performance Evaluation: The listed entity has conducted the 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	
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.	Yes N.A.	The Company had obtained prior approval of Audit Committee for all related party transactions.
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 and Regulation 30A along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
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	



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	Yes	No actions 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.
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 subsidiary during the financial year, the listed entity and / or its material subsidiary 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.	N.A.	The statutory auditor has not resigned during the period.
12.	Additional Non – Compliances If any: No additional Non – Compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	No non-compliance observed for all SEBI regulations /circular/guidance note, etc.

Assumptions & Limitation of 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. My responsibility is to report based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial records and Books 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 Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Listed Entity.
5. This Report is limited to the Statutory Compliances on laws/ regulations / guidelines listed in our report which have been complied by the Company up to the date of this Report pertaining to financial year ended March 31, 2025.



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6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on random test basis.
7. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.

SHRUTI
SATYANARA
YAN
SOMANI

Digitally signed by
SHRUTI
SATYANARAYAN
SOMANI
Date: 2025.05.29
16:33:16 +0530'

Shruti Somani
Practicing Company Secretary
C.P. No. 22487
ACS No. 49773
P.R. No.: 2305/2022

UDIN: A049773G000491423
Place: Mumbai
Date: May 29, 2025