

MKVENTURES CAPITAL LIMITED

CIN: L17100MH1991PLC059848

Regd Off: Express Towers, 11th Floor, Nariman Point, Mumbai – 400 021

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

Date: September 3, 2025

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

Ref.: Scrip Code: 514238

Sub: Notice of Thirty-Fourth (34th) Annual General Meeting of MKVentures Capital Limited along with Annual Report for the Financial Year 2024-25.

Dear Sir/Madam,

In compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, please find enclosed the Notice convening the Thirty-Fourth (34th) AGM of shareholders and the Annual Report for the financial year 2024-2025 which has been circulated to the shareholders through electronic mode.

The Thirty-Fourth (34th) AGM will be held on **Thursday, September 25, 2025, at 04:00 p.m.** IST through video conference and other audio-visual means (VC).

Further, the aforesaid Annual Report along with Notice of AGM has also been uploaded on the website of the Company at <https://mkventurescapital.com/annual-reports>

We request you to take the same on your records.

For MKVentures Capital Limited.

Sanket Rathi
Company Secretary & Compliance Officer

Date: September 3, 2025
Place: Mumbai

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **THIRTY-FOURTH (34TH) ANNUAL GENERAL MEETING** of the Members of **MKVENTURES CAPITAL LIMITED** will be held on **Thursday, September 25, 2025 at 04:00 P.M. IST** through **Video Conferencing (VC)** or **Other Audio Visual Means (OAVM)** to transact the businesses mentioned below

ORDINARY BUSINESS:

1. Adoption of Financial Statements, Auditors Report and Board Report:

To consider and adopt:

- a) the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon; and
- b) the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2025, together with the Report of the Auditors thereon.

To consider and, if thought fit, to pass the following resolutions as an **Ordinary Resolutions**:

- a) **“RESOLVED THAT** the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”
- b) **“RESOLVED THAT** the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Report of the Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

2. To declare dividend on equity shares for the financial year ended March 31, 2025

To consider and, if thought fit, to pass the following resolutions as an **Ordinary Resolution**.

“RESOLVED THAT the final dividend of Rs.0.25/- per equity share of Rs.10/- each fully paid up of the Company as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2025 and the same be paid out of the profits of the Company.”

3. Re-appointment of Mr. Sumit Bhalotia (DIN: 08737566) as a Director who is liable to retire by rotation:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Sumit Bhalotia (DIN: 08737566), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Non-Executive Director of the Company.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution and to file the necessary forms and returns with the relevant authorities.”

4. Appointment of M/s. S K PATODIA & ASSOCIATES LLP, Chartered Accountants (Firm Registration No. 112723W/W100962) as the Statutory Auditors of the Company.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Audit and Auditors) Rules, 2014 (“the Rules”) [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force] and in terms of the Reserve Bank of India (RBI) Circular No. RBI/2021-22/25, Ref. No. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 and pursuant to the recommendations of the Audit Committee

and approval of the Board of Directors, **M/s. S K PATODIA & ASSOCIATES LLP, Chartered Accountants (Firm Registration No. 112723W/W100962)** be and are hereby appointed as the Statutory Auditors of the Company, to hold the office for a term of three consecutive years, commencing from the conclusion of this Thirty-Fourth Annual General Meeting till the conclusion of the Thirty-Seventh Annual General Meeting (to be held in the Calendar Year 2028) at such remuneration plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the audit, if any, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and are hereby authorized to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution”.

SPECIAL BUSINESSES:

5. Approval of the Material Related Party Transaction(s) by the Company:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of **Section 188** of the **Companies Act, 2013**, read with the rules framed thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and in terms of **Regulation 23** of the **Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015** (“SEBI Listing Regulations”), as amended from time to time, basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to the Company for entering into, carrying out, continuing with, or modifying existing contracts/arrangements/transactions, or entering into fresh and independent transactions (whether individually or as a series of transactions taken together or otherwise), with Chartered Finance & Leasing Limited, a company in which a Director of the Company is interested, as more particularly set out in the Explanatory Statement annexed to this Notice, notwithstanding that the aggregate value of such transactions, whether undertaken by the Company alone or together with its subsidiary(ies), may exceed the thresholds prescribed under the SEBI Listing Regulations from time to time; provided however, that all such transactions shall be undertaken at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors, Audit Committee, and Finance Committee of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, including execution of and entering into agreements, documents, instruments or writings as may be necessary, and to make such alterations, modifications or variations in the terms and conditions as may be deemed necessary or expedient, and to settle all questions, difficulties or doubts that may arise in this regard, to give effect to this resolution.”

6. To appoint M/s. Shruti Somani, Practicing Company Secretaries as the Secretarial Auditors of the Company.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any Statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 24 A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ‘SEBI (LODR) Regulations, 2015’, and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s. Shruti Somani, Practicing Company Secretaries, Mumbai (Peer Review Certificate No.: 2305/2022), be and is hereby appointed as Secretarial Auditors of the Company for a term of five consecutive years commencing from FY 2025-2026 to the FY 2029- 2030, at a remuneration as may be fixed by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds and things as may be required or deem necessary including but not limited to finalizing the terms of appointment and filing necessary returns with the office of the Registrar of Companies and such other authorities as may be required.”

By Order of the Board of Directors

Sd/-

Sanket Rathi

Company Secretary & Compliance Officer

Registered Office:

11th Floor, Express Towers,
Nariman Point,
Mumbai – 400 021

Place: Mumbai

Date: August 07, 2025

NOTES:

1. Pursuant to the Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021, respectively, and all other relevant circulars issued from time to time by the Ministry of Corporate Affairs (“the MCA Circulars”) read with the SEBI Circular No. SEBI/ HO/ CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020; SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021; Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022; SEBI/HO/CFD/ PoD 2/P/CIR/2023/4 dated January 05, 2023 and SEBI/HO/ CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (the SEBI Circulars) and in terms of the General Circular No. 10/2022 dated December 28, 2022 General Circular No. 11/2022 dated December 28, 2022 , General Circular No 09/ 2023 dated September 25 , 2023 and recent General Circular no 09/2024 dated September 19, 2024, the Ministry of Corporate Affairs has extended the time period for holding of AGM / EGM or passing of Ordinary/ Special Resolution through Video Conferencing(VC) / other audio visual means (OAVM) till September 30, 2025.

Accordingly, the AGM of the Company is being held through VC/ OAVM. The deemed venue for AGM shall be the registered office of the Company, i.e. Express Towers, 11th Floor, Nariman Point, Mumbai – 400 021.

2. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
3. Since this AGM is being held pursuant through VC/OAVM, physical attendance of members has been dispensed with, accordingly, the facility for appointment of proxies by the members will not be available for the AGM. Therefore, the Attendance Slip & Route Map are not annexed to this Notice.
4. The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available to at least for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
5. Pursuant to Section 113 of the Act, representatives of Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the Meeting to be conducted through VC/ OAVM.

Corporate Members intending to attend the Meeting through their authorised representatives are requested to send a Certified True Copy of the Board Resolution /Authorisation or Power of Attorney (PDF/ JPG Format), if any, authorising its representative to attend and vote on their behalf at the Meeting. The said Resolution/Authorisation or Power of Attorney (PDF/JPG Format), if any, shall be sent to the Company by email through its registered email address info@mkventurescapital.com.

6. Institutional Members are encouraged to attend and vote at this AGM through VC/OAVM. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM or vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to shruti@mca.net.in with a copy marked to email ids and helpdesk.evoting@cdslindia.com
7. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (‘the Act’), relating to the business set out under Item Nos. 3 and 6 of the accompanying Notice are annexed hereto. Further, additional information with respect to Item No. 3 also forms part of the explanatory statement as required under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (‘the Listing Regulations’) and as per the provisions of Secretarial Standards - 2 on General Meetings as issued by the Institute of Company Secretaries of India (ICSI).

8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
9. Members may please note that the AGM notice, annual reports as mentioned in the annual report are available on the Company's website at <https://mkventurescapital.com> on websites of the Bombay stock exchanges i.e. BSE Limited www.bseindia.com.
10. In compliance with the MCA Circulars, the notice of the AGM along with the Annual Report 2024-25 is being sent through electronic mode to those member whose email addresses are registered with the Company/ Depositories and through courier for those Members whose e-mail addresses are not registered with the Company/ RTA. Members who have not registered their e-mail addresses and are holding shares in physical form are requested to contact the Share Transfer Agents of the Company and register their email-id. Members holding shares in dematerialised form are requested to contact their Depository Participant for updation of their email id.
11. Final Dividend of Rs.0.25/- per equity share of Rs. 10/- each as recommended by the Board of Directors for the year ended March 31, 2025, if approved at the AGM, will be payable, to those Members of the Company who hold shares:
 - i) In dematerialised ('demat') mode, based on the beneficial ownership details to be received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as at the close of business hours on September 19, 2025.
 - ii) In physical mode, if their names appear in the Company's Register of Members as on September 19, 2025.
12. The dividend, if approved, will be paid by crediting it into the bank account of the respective shareholders / beneficial owners, as provided by National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") through ECS or NECS or electronic transfer. In case of non-availability of bank details and in case of ECS, NECS, or electronic payment being rejected, dividend will be paid by demand draft.
13. Members are requested to notify immediately any change in their address, bank account details and email id to their respective DPs in respect of shares held by them in electronic (demat) mode.
14. The Listing Regulations read with the Master circular issued by the Securities and Exchange Board of India ('SEBI') dated May 17, 2023, mandates the companies to use any electronic mode of payment approved by the Reserve Bank of India for making payment to the shareholders. Accordingly, the dividend, if declared, will be paid through electronic mode, where the bank account details of the shareholders are available.
15. Shareholders may note that as per the Income Tax Act, 1961 (the 'IT Act'), as amended by the Finance Act, 2020, dividends paid or distributed by a Company after 1 April 2020 shall be taxable in the hands of the shareholders. The Company is also required to deduct Tax at Source ('TDS') in respect of approved payment of dividend to its shareholders (resident as well as non-resident). To enable compliance with TDS requirements, members holding shares in electronic mode are requested to complete and/or update their residential status, PAN, category, e-mail address, mobile number, bank account details and address with PIN code (including country) as per the IT Act with their depository participants and in case shares are held in physical form, with the Company, by sending documents/ declarations on or September 22, 2025, at info@mkventurescapital.com or to RTA of the Company at rnt.helpdesk@in.mpms.mufg.com.

16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Further, as per SEBI Circular dated April 20, 2018 all security holders holding securities in physical form should submit their PAN and Bank account details to the RTA.
17. The Members may kindly note that as per the amended Regulation 40 of the Listing Regulations w.e.f. April 01, 2019, transfer of the securities would be carried out in dematerialised form only. Members may also note that SEBI vide its Circular No. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/ CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; subdivision/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company’s website i.e. <https://mkventurescapital.com>. It may be noted that any service request can be processed only after the folio is KYC Compliant. Accordingly, members holding shares in physical mode are advised to demat their physical share holdings at the earliest.
18. SEBI vide Circular no. SEBI/HO/OIAE/ OIAE_IAD-1/P/ CIR/2023/131 dated 31 July 2023 (updated as on August 04, 2023) has specified that a shareholder shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/she/ they can initiate dispute resolution through the Online Dispute Resolution (“ODR”) Portal. Shareholders are requested to take note of the same. The aforesaid SEBI Circular can be viewed on the following link https://www.sebi.gov.in/legal/circulars/aug-2023/corrigendum-cum-amendment-to-circular-dated-july-31-2023-on-online-resolution-of-disputes-in-the-indian-securities-market_74976.html
19. SEBI, vide its circular dated November 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any dividend payment in respect of such folios, only through electronic mode with effect from April 01, 2024, only upon furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature. Further, relevant FAQs published by SEBI on its website can be viewed at the following link : https://www.sebi.gov.in/legal/circulars/nov-2023/simplified-norms-for-processing-investor-s-service-requests-by-rtas-and-norms-for-furnishing-pan-kyc-details-and-nomination_79167.html
20. Members holding shares in physical form and desirous of making a nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Act read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, may fill Form SH-13 or in case member desires to opt out or cancel the earlier nomination, he/ she may do so by filing Form ISR-3 or SH-14 as the case may be and send the same to the office of the Company and/or its RTA. In case of shares held in dematerialised form, the nomination/change in nomination should be lodged with their respective DPs.
21. Members holding shares in dematerialised form may please note that, in accordance with the direction of the stock exchanges, bank details as furnished by the respective depositories will be used for the purpose of distribution of dividend. For members who have not updated their bank account details, dividend warrants / demand drafts / cheques will be sent out to their registered addresses. To avoid delay in receiving dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialised mode) and with the Company’s Registrar and Transfer Agent (“RTA”) (where shares are held in physical mode) to receive dividend directly into their bank account on the pay-out date. The Company or the Share Transfer Agent will not act on any direct request from such members for change/deletion in bank details.

22. The Register of Members and the Share Transfer Books of the Company will remain closed from September 19, 2025 to September 25, 2025, both days inclusive for the purpose of AGM and determining the names of members eligible for dividend on equity shares for the Financial Year 2024-25, if approved.
23. The requisite Statutory Registers such as Register of Directors and Key Managerial Personnel, the Register of contracts or arrangements in which the Directors are interested and relevant documents referred to in the accompanying notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturday and Sunday between 11.00 A.M. and 5.00 P.M. from the date hereof up to the date of the AGM.
24. Members are requested to send all communications relating to shares and unclaimed dividends, change of address, bank details, e-mail address etc. to the RTA at the following address:

MUFG Intime India Private Limited

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg,

Vikhroli (West), Mumbai 400 083.

Telephone: +91 22 4918 6000

Email - rnt.helpdesk@in.mpms.mufg.com

Website - www.in.mpms.mufg.com

If the shares are held in electronic form, then change of address and change in the bank accounts etc. should be furnished to their respective Depository Participants

22. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to send their queries at info@mkventurescapital.com an early date so as to enable the Management to keep the information ready at the Meeting.
23. Members are requested to send their queries, if any, at least 7 days in advance of the meeting so that the information can be made available at the meeting.
24. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
25. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
26. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
27. The Register of Members and the Share Transfer Books of the Company will remain closed from September 19, 2025 to September 25, 2025, both days inclusive.
28. Transfer of unpaid / unclaimed dividend, etc. to the Investor Education and Protection Fund in terms of Section 124 of the Companies Act, 2013, is not applicable to the Company.
29. Registration of e-mail address permanently with Company/Depository Participant:

To support 'Green Initiative', Members who have not yet registered their e-mail addresses are requested to register the same with their concerned Depository Participants, in respect of electronic holding and with Company's Registrar & Share Transfer Agents, MUFG Intime India Private Limited., in respect of physical holding. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their Depository Participants/ Company's RTA to enable servicing of notices/documents/ Annual Reports and other communications electronically to their e-mail address in future.

30. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The facility of casting votes by a member using remote e-voting system before the Meeting as well as remote e-voting during the AGM will be provided by CDSL.
31. The remote e-voting period commences on Monday, September 22, 2025 (9.00 a.m. IST) and ends on Wednesday, September 24, 2025 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date i.e. Friday, September 19, 2025 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently. The voting rights of Members (for voting through remote e-voting before the AGM and e-Voting during the AGM) shall be in proportion to their shares held in the paid up equity share capital of the Company as on cut-off date i.e Friday, September 19, 2025.
32. Members will be provided with the facility for voting through electronic voting system during the VC/OAVM at the AGM and Members participating at the AGM, who have not already cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, will be eligible to exercise their right to vote during such proceedings of the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM, but shall not be entitled to cast their vote again.
33. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting before the AGM as well as remote e-voting during the AGM. Any person who is not a member as on the cut-off date should treat this Notice for information purpose only. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the User ID and Password by sending a request at helpdesk.evoting@cdslindia.com
34. The Chairman shall, at the AGM allow voting by use of remote e-voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility before the AGM. The remote e-voting module during the AGM shall be disabled by CDSL for voting 15 minutes after the conclusion of the Meeting.
35. Ms. Shruti Somani (ACS: 49773), Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the remote e-voting before and during the AGM, in a fair and transparent manner.
36. The Scrutinizer shall, immediately after the conclusion of remote e-voting at the AGM, first count the votes cast during the Meeting, thereafter unblock the votes cast through remote e-voting before the Meeting and make, not later than 48 hours of conclusion of the Meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
37. The results declared along with the Scrutinizer's Report shall be placed on the Company's Website www.mkventurecapital.com and on the website of CDSL i.e. www.cdslindia.com immediately after the results are declared and the same shall be communicated to BSE Limited, where the shares of the Company are listed.
38. Subject to the receipt of requisite number of votes, the Resolutions forming part of the AGM Notice shall be deemed to be passed on the date of the AGM.

A. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Pursuant to the Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021, respectively, and all other relevant circulars issued from time to time by the Ministry of Corporate Affairs (“the MCA Circulars”) read with the SEBI Circular No. SEBI/ HO/ CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020; SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021; Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022; SEBI/HO/CFD/ PoD2/P/CIR/2023/4 dated January 05, 2023 and SEBI/HO/ CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (the SEBI Circulars) and in terms of the General Circular No. 10/2022 dated December 28, 2022 General Circular No. 11/2022 dated December 28, 2022 , General Circular No 09/ 2023 dated September 25 , 2023 and recent General Circular no 09/2024 dated September 19, 2024, the Ministry of Corporate Affairs has extended the time period for holding of AGM / EGM or passing of Ordinary/ Special Resolution through Video Conferencing(VC) / other audio visual means (OAVM) till September 30, 2025.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at <https://mkventurescapital.com>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Monday, September 22, 2025 (9.00 a.m. IST) and ends on Wednesday, September 24, 2025 (5.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, September 19, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <MKVentures Capital Limited> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@mkventurescapital.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast on or before **Thursday, September 18, 2025** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance on **or before Thursday, September 18, 2025** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)**

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

By Order of the Board of Directors

Sd/-

Mr. Sanket Rathi

Company Secretary & Compliance Officer

Registered Office:

11th Floor, Express Towers,
Nariman Point,
Mumbai – 400 021

Date: August 07, 2025

Place: Mumbai

EXPLANATORY STATEMENT TO THE NOTICE

THIS STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, AND THE INFORMATION REQUIRED AS PER REGULATION 36(3) OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENT) REGULATION, 2015, AND SECRETARIAL STANDARD ON GENERAL MEETING (SS-2).

Item No. 03 – Re-appointment of Mr. Sumit Bhalotia (DIN: 08737566) as a director who is liable to retire by rotation

Pursuant to Section 152 of the Companies Act, 2013, Mr. Sumit Bhalotia, Non-Executive Non-Independent Director, shall retire by rotation at this AGM and he being eligible, has offered himself for re-appointment.

Details of Mr. Sumit Bhalotia required in terms of Regulation 36 (3) of the SEBI Listing Regulations and Secretarial Standard 2 issued by Institute of Company Secretaries of India, are as follows:

Name	Mr. Sumit Bhalotia
Date of Birth (Age)	November 5, 1984 (40 years)
Nationality	Indian
Qualification (s)	Mr. Sumit holds a Bachelor of Technology (Computer Science) from Maulana Abul Kalam Azad University of Technology, West Bengal and an MBA (PGDM) from the Xavier Institute of Management (XIMB), one of the premier business schools in India. He is also a CFA Charter holder.
Experience (including expertise in specific functional area) / Brief Resume	<p>Sumit Bhalotia is a seasoned investment professional with over 18 years of experience across various industries, including financial services, oil & gas, telecom, and IT. He brings more than 15 years of specialized expertise in equity research and fund management.</p> <p>Currently, he is a Partner at Invexa Capital LLP, a boutique investment management firm focused on alpha generation. With a sector-agnostic approach, Sumit has evaluated investments across nearly all major sectors. He leads the team's efforts in banking and financial services and has played a crucial role in developing proprietary models and market assessment tools for the firm. He is particularly keen on tracking disruptions in existing businesses and emerging technologies, especially within the Fintech space, which has influenced several of the firm's key investments.</p> <p>Prior to his role at Invexa, Sumit served as Assistant Vice President – Investments at Reliance Capital Limited. He also held positions at CRISIL, Indian Oil Corporation Limited, and Cognizant Technology Solutions. He began his investing career as an analyst, where he conducted extensive modeling for a top-tier global research team focusing on European equities.</p> <p>Beyond his passion for stock picking, he dedicates significant time to understanding the complexities of global financial markets, using this knowledge to track and anticipate broader market movements.</p>
Terms and conditions of Appointment	As per the resolution set out at Item No. 2 of this Notice, Mr. Sumit Bhalotia will retire by rotation at this Annual General Meeting and being eligible, he has offered himself for re-appointment. He shall be liable to retire by rotation.
Remuneration last drawn (FY 2024-25)	Mr. Sumit Bhalotia has been paid sitting fees amounting to Rs. 1,00,000/- for attending meetings of the Board of Directors and Committees in which he is a member.
Remuneration proposed to be paid	Mr. Sumit Bhalotia is entitled to receive sitting fees for attending meetings of the Board and Committee(s) thereof, of which he may be appointed as a member by the Board or for any other purpose, as may be approved by the Board of Directors from time to time.

Date of first appointment on the Board	Mr. Sumit Bhalotia was appointed by the Board as a Director designated as Additional Non-executive Director w.e.f. May 27, 2022.
Relationship with other Director (s) and Key Managerial Personnel	Nil
Number of the meetings of the Board attended during the financial year 2024-25	4 out of 4 Board Meetings held
Directorships of Other Boards as on March 31, 2025	Nil
Membership/ Chairmanship of Committees of other Boards as on March 31, 2025	Nil
Listed entities from which the Director has resigned in the past three years (as on March 31, 2025)	Nil
Shareholding in the Company as on March 31, 2025	Nil

Mr. Sumit Bhalotia is interested in the resolution set out at Item No. 03 of the Notice with regard to his appointment. The relatives of Mr. Sumit Bhalotia may be deemed to be interested in the resolution set out at Item No. 03 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution set out at Item No. 03 of the Notice for approval by members.

Item No. 04 – Appointment of M/s. S K PATODIA & ASSOCIATES LLP, Chartered Accountants (Firm Registration No. 112723W/W100962) as the Statutory Auditors of the Company

M/s. ARSK & Associates, Chartered Accountants were appointed as Statutory Auditors of the Company, to hold office for a term of Five (5) consecutive years, from the conclusion of 32nd Annual General Meeting (“AGM”) held on 31.08.2023 till the conclusion of the 37th AGM of the Company to be held in the year 2027. In terms of RBI Circular No. RBI/2021-22/25, Ref. No. DoS. CO. ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 and due to completion of the existing term of 3 (three) consecutive years at the ensuing 34th Annual General Meeting, M/s. ARSK & Associates had tendered their resignation.

The Audit Committee considered a proposal of the appointment of Statutory Auditors at its meeting held on August 07, 2025 and recommended to the Board of Directors, adoption of a policy of rotation of Statutory Auditors as a good corporate governance practice and therefore, recommended appointment of M/s. S K PATODIA & ASSOCIATES LLP, Chartered Accountants as Statutory Auditors for a term of three (3) years at this 34th Annual General Meeting. In terms of the Reserve Bank of India (RBI) Circular No. RBI/2021-22/25, Ref. No. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 and based on the recommendation of the Audit Committee, the Board of Directors have approved and recommended to the Shareholders, the appointment of M/s. S K PATODIA & ASSOCIATES LLP, Chartered Accountants as Statutory Auditors to hold the office for a term of three (3) years at a fee of Rs. 5,00,000/- (Rupees Five Lacs Only) per annum (excluding statutory levies and out-of-pocket expenses, if any).

The Company has received from them, a written consent to act as Statutory Auditors (if appointed at AGM) and also a Certificate u/s 139 (1) of the Companies Act, 2013 read with Rule 4 of the Companies (Audit & Auditors), Rules, 2014 also confirming that they satisfy the criteria provided u/s 141 of the said Act.

Relevant Details including disclosures required in terms of Regulation 36 (5) of SEBI Listing Regulations are as follows:

Brief profile / Credentials of M/s. S K PATODIA & ASSOCIATES LLP (Proposed Statutory Auditors)	Established in 1992, S. K Patodia & Associates LLP is an Indian partnership firm registered with the Institute of Chartered Accountants of India (ICAI), S. K Patodia & Associates LLP offers a wide range of services in Audit Assurance, Tax and Advisory domain led by industry experts with deep knowledge pockets and driven by a commitment, to deliver- quality services to all clients. With the professionals working across various cities in India (New Delhi, Jaipur, Ahmedabad, Bengaluru, Hyderabad, Bhopal, Raipur, Ranchi, Patna, Kolkata, Dehradun and Mumbai), they help to improve performance and effectiveness of business through examining everything from core management and business processes to future directions and opportunities for growth.
Proposed fees payable to the proposed statutory auditors along with terms of appointment	Fees proposed to be paid to M/s. S. K Patodia & Associates LLP is Rs. 5,00,000/- (Rupees Five Lacs Only) per annum (excluding statutory levies and out-of-pocket expenses, if any). M/s. S. K Patodia & Associates LLP, Chartered Accountants are proposed to be appointed as Statutory Auditors for a term of three (3) consecutive years at this 34 th Annual General Meeting, to hold office from the conclusion of this 34 th Annual General Meeting (“AGM”) till the conclusion of the 37 th AGM of the Company to be held in the calendar year 2028. The said appointment is in accordance with applicable provisions of the Companies Act, 2013 including rules made thereunder and any other applicable law.
In case of new auditors, any material change in the fee payable to such auditors from that paid to the outgoing auditors along with the rationale for such change	The remuneration proposed for S K Patodia & Associates LLP, Chartered Accountants, is ₹ 5,00,000/- (plus applicable taxes and reimbursement of out-of-pocket expenses), which is higher than the remuneration paid to the outgoing auditors, M/s. ARSK & Associates, for FY 2024–25. The increase is primarily due to the enhanced scope of work, prevailing industry benchmarks, and the professional profile of the incoming audit firm."
Basis of recommendation for appointment	In terms of the Reserve Bank of India (RBI) Circular No. RBI/2021-22/25, Ref. No. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021, the Board of Directors have recommended the appointment of M/s. S. K Patodia & Associates LLP, Chartered Accountants as new Statutory Auditors, so as to adopt a policy of rotation of Statutory Auditors as good corporate governance practice.

Item No. 05 - Approval of the material related party transaction(s) by the Company:

Pursuant to Section 188 of the Companies Act, 2013, the Company can enter into transactions with Related Parties mentioned in aforesaid resolution, which are not in the ordinary course of business and / or are not at arm's length basis, only with prior approval of the Shareholders accorded by way of ordinary resolution.

Though, your Company always seeks to enter into transactions with related parties in the ordinary course of business and at arm's length basis with the prior approval of Audit Committee, as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, material related party transactions (i.e value exceeding 10% of the annual consolidated turnover) require shareholders' approval.

Chartered Finance & Leasing Limited (“CFL”) is registered as a Non-Banking Financial Company - Investment and Credit Company (NBFC ICC) with Reserve Bank of India (RBI). The Company has entered into various Related Party Transactions (“RPTs”) with CFL, which are approved by the Audit Committee pursuant to Section 188 of the Act and Regulation 23 of the SEBI Listing Regulations. The RPTs are in the nature of borrowings by the Company from CFL. It is proposed to carry out various transactions with CFL in excess of the aforesaid limits during the financial year 2025-26 in such a manner that the maximum value of the related party transactions with CFL, in the aggregate, does not exceed Rs 750 crores (Rupees Seven Hundred Fifty Crores Only) during the aforesaid period. This makes it a material related party transaction, hence the proposal to the shareholders for approval. Currently, the Company (in its regular business course) executes various transactions with CFL within the aforesaid prescribed limits with due approval of the Board / Audit Committee / Independent Directors, wherever required.

In compliance with the applicable provisions of the Companies Act 2013 (including rules made thereunder) and SEBI Regulations, the Company sought approval of the members for the aforesaid Resolution included in the Notice by way of an ordinary resolution for transactions exceeding threshold limits.

Related Party Transactions which are under threshold limit can be entered by Company in compliance with the applicable provisions of the Companies Act, 2013 (including rules made thereunder) and SEBI Regulations without approval of Shareholders.

All the transactions carried out by the Company with CFL are in the ordinary course of business and on an arm's length basis and hence it is recommended for approval by the members for the financial year 2025-26.

Pursuant to Section 188 of the Companies Act 2013 including Rules made thereunder and SEBI Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2021/662 dated November 22, 2021, as amended from time to time, particulars of the transactions with SELIPL are enclosed herewith for perusal of shareholders. The same was also presented before the Audit Committee/ Independent Directors and the Board of Directors for its approval (which has been duly approved & recommended to the Shareholders for approval):

Sl. No.	Particulars	Remarks
1	Name of Related Party	Chartered Finance & Leasing Limited ("CFL")
2	Nature of relationship with the Company. Nature of its concern or interest (financial or otherwise)	Mr. Madhusudan Kela is the Significant Beneficial Owner ("SBO") of Sound Capital Markets Limited, which has a significant shareholding in CFL.
3	Name of the Director or Key managerial personnel who is related, if any.	Mr. Madhusudan Kela, Managing Director
4	Value of the proposed transaction;	Not exceeding Rs. 750 crores
5	Type, material terms, particulars of proposed transaction	CFL is a registered Non-Banking Financial Company – Non-Deposit taking – Systematically Important (NBFC-ND-SI). The Company is a professionally managed mainly focusing on investment and financial related activities. The Company has entered into various Related Party Transactions ("RPTs") with CFL, which are approved by the Audit Committee pursuant to Section 188 of the Act and Regulation 23 of the SEBI Listing Regulations. The RPTs are in the nature of borrowings by the Company at arm's length.
6	Tenure of the proposed transactions (particulars & tenure);	The approval of the members is sought for the RPTs, as detailed above, for the financial year 2025-26.
7	a. Details of the source of funds in connection with the proposed transaction.	The RPTs involve borrowings from CFL, hence not applicable in the instant case.
	b. Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: • nature of indebtedness. • cost of funds; and • tenure;	Not applicable.
	c. Applicable terms, including covenants, tenure, interest rate and repayment schedule of loans, whether secured or unsecured; if secured, the nature of security; and	Not applicable
	d. The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not applicable

8	Justification as to why the RPT is in the interest of the listed entity (i.e Other than Loan and Extension of Loan)	Transactions are commercially beneficial to the Company
9	Any advance paid or received for the contract or arrangement, if any.	Not applicable
10	Details about valuation/ arm's length and ordinary course of business	Not applicable

The Audit Committee and Board of Directors of your Company have approved this item in their meetings held on May 30, 2025, and recommend the Resolution No. 05 as set out in the accompanying notice for the approval of members of the Company by way of Ordinary Resolution.

The proposed transactions shall not, in any manner, be detrimental to the interest of minority shareholders and be in the best interest of the Company and its shareholders.

All related parties of the Company, irrespective of whether he/she/ entity is a party interested in the above transactions or not, will not vote on this resolution. Hence, the Promoters shall abstain from voting for this resolution.

None of Directors, except Mr. Madhusudan Kela, or Key Managerial Personnel or their relatives other than those mentioned above, is concerned or interested in the said resolution.

Item No. 06 - To appoint M/s. Shruti Somani, Practicing Company Secretaries as the Secretarial Auditors of the Company:

The Board of Directors of the Company, at its meeting held on May 30, 2025, based on the recommendation of the Audit Committee, approved the appointment of M/s. Shruti Somani, Practicing Company Secretaries (Peer Review Certificate No. 2305/2022), as the Secretarial Auditors of the Company for a period of five (5) consecutive financial years commencing from FY 2025-26 to FY 2029-30.

The Securities and Exchange Board of India (SEBI), vide its amendment dated December 12, 2024, to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015"), introduced revised provisions under Regulation 24A, effective from April 1, 2025.

Regulations 24A of SEBI (LODR) Regulations, 2015 states that on the basis of recommendation of board of directors, a listed entity shall appoint or re-appoint an individual as Secretarial Auditor for not more than one term of five consecutive years; or a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of its shareholders in its Annual General Meeting.

Accordingly, pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of SEBI (LODR) Regulations, 2015, the Board of Directors recommends the appointment of M/s. Shruti Somani, Practicing Company Secretaries (Peer Review Certificate No. 2305/2022), as the Secretarial Auditors of the Company for a period of five (5) consecutive years from FY 2025-26 to FY 2029-30, subject to the approval of the shareholders at the ensuing Annual General Meeting.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in the Notice.

The Board recommends the Ordinary Resolution for approval of the members.

By Order of the Board of Directors

Sd/

Mr. Sanket Rath

Company Secretary & Compliance Officer

Registered Office:

11th Floor, Express Towers,
Nariman Point,
Mumbai – 400 021

Date: August 07, 2025

Place: Mumbai