



KUNDAN KUMAR MISHRA & ASSOCIATES

Company Secretaries

Unique Identification No. S2018DE563000

PR -2908/2023

**FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the
Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members of
AKG EXIM LIMITED

Registered Address: Unit No. 231, 02nd Floor, Tower-B, Spazedge, Sector-47,
Gurgaon, Gurgaon, Gurgaon, Haryana, India, 122018

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **AKG EXIM LIMITED** (CIN: L00063HR2005PLC119497) (hereinafter called the "Company"). The Secretarial Audit 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 **AKG EXIM LIMITED** books, papers, minute 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 audit, I hereby report that in my opinion, the Company has during the audit period covering the Financial Year ended on 31st March, 2026, 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 examined the books, papers, minute books, forms and returns filed and other records maintained by **AKG EXIM LIMITED** ("the Company") for the Financial Year ended on 31st March, 2026, according to the provisions of: -

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;



Address: Office No. 301, Building NO. 61, Vijay Block, Laxmi Nagar, New Delhi - 110092

Email id: Kundankumarmishra107@gmail.com ; cskundankumarmishra@gmail.com

Mobile: +91-8527675107, +91-8851440227

3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; NA
 - d. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - e. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; NA
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025;
 - g. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; NA
 - h. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulation, 2021; NA
 - i. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
 - j. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; NA

Compliances/ processes/ systems under other specific applicable Laws (as applicable to the industry) were not being verified by us.

As informed by the Management, there are following other laws that are applicable specifically to the Company: -

- The Hazardous Wastes (Management, Handling and Trans boundary Movement) Rules, 2008 (the "Hazardous Wastes Rules")



- The Delhi Shops and Establishments Act, 1954
- Custom Act, 1962

I have also examined compliance with the applicable clauses of the following:

- I. Secretarial Standards issued by The Institute of Company Secretaries of India.
- II. Securities and Exchange Board of India (Listing obligations and Disclosure Requirement) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to following observations: -

During the period under review, it was observed that the acquisition of share of the company has been done by the Mr. Kalapi Vinit Nagada (acquirer) from Mrs. Mahima Goel (Seller), Mrs. Mahima Goel being Managing Director of the company has entered into the share purchase agreement (SPA) with Mr. Kalapi Vinit Nagada for 73,39,200 equity shares representing 23.10% of the issued and paid-up equity share capital of the Company ("Sale Shares"), at a price per Sale Share of an amount of INR 13.00/-

Further during the period under review Mr. Kalapi Vinit Nagada (Acquirer) has made Open Offer to the public shareholders of AKG Exim Limited (Target Company) for acquisition of 82,62,000 fully paid-up shares of face value of Rs.10 each at consideration of Rs.15 each equity share, representing 26% of the voting equity share capital of the company, further it was observed that the public shareholders has accepted the offer for 41,58,862 equity shares representing 13.9% of the issued and paid-up equity share capital of the Company at consideration of Rs.15 each equity shares and same was acquired by Mr. Kalapi Vinit Nagada.

Further the post offer holdings of Mr. Kalapi Vinit Nagada were 1,14,98,062 representing 36.18% of total issue paid up equity share capital of the company.



During the period under review Mrs. Mahima Goel (DIN:02205003) was re-appointed as Managing director for the term of 5 years, further it was observed that Mrs. Mahima Goel was abstained from voting for this item.

During the period under review the remuneration of Mr. Rajeev Goel (Non-Executive Director) was approved by shareholders in the annual general meeting by passing the special resolution, further it was observed that Mr. Rajeev Goel was abstained from voting for this item during the approval and recommendation in the relevant board meeting.

During the period under review Mr. Rao laxman Singh (Independent Director) was re-appointed for another term of 5 years.

During the period under review M/s. Sharma Sharma & Co., Chartered Accountants has been appointed to act as an Internal Auditor of the Company for the financial year 2025-26.

During the period under review the sale agreement has been executed between AKG EXIM LIMITED (the company) and M/s MLH Ventures LLP in respect of Company's property situated at Unit No. 237 and Unit No. 238, 2nd Floor, Tower-B, Spazedge, Sector-47, Sohna Road, Gurugram-122018.

During the period under review, it was observed that the company has changed its registered office within the local limits of the same city/town/village from Unit No. 237, 2nd Floor, Tower-B, Spazedge, Sector-47, Sohna Road, Gurugram-122018, Haryana (sold to MLH Ventures LLP) to Unit No. 231, 2nd Floor, Tower-B, Spazedge, Sector-47, Sohna Road, Gurugram-122018, Haryana.

During the period under review, it was observed that the board of directors has approved the sale/assignment of trademark (HEALTH RICH (LABEL)), owned by the company to M/s MLH Ventures LLP for fixed consideration of Rs.1,00,000.



During the period under review the company has paid all its statutory dues.

During the audit it was observed that few minutes of board meeting were recorded beyond the period of 30 days in the minute book, as for the same the management has commented below:

The Management acknowledges that there were certain instances where the proceedings of a few Board Meetings were entered in the Minutes Book beyond the prescribed timeline due to administrative and operational constraints, and confirms that such instances shall not recur in future.

During the course of audit, it was observed that the Company had not obtained the requisite trade license(s) / shop and establishment registrations as applicable further management commented:

The Management acknowledges that the Company has not obtained certain trade licenses and registration under the Shops and Establishments Act, wherever applicable, due to oversight and administrative reasons and the Management also undertakes to strengthen its compliance monitoring mechanism to ensure timely identification and completion of statutory registrations and licenses in future.

During the period under review, the Company was required to file the Foreign Liabilities and Assets (FLA) Return with the Reserve Bank of India under the provisions of the Foreign Exchange Management Act, 1999. However, the Company has not filed the said return within the prescribed timeline. further the management commented:

The Management acknowledges that the Company could not file the Foreign Liabilities and Assets (FLA) Return within the prescribed timeline / failed to file the same due to inadvertent oversight and administrative reasons. Further, the Management assures that necessary corrective measures and strengthened compliance monitoring mechanisms have been implemented to ensure timely filing of statutory returns and compliances in future, and such instances shall not recur.



I further report that

The Board of Directors of the Company duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors including the Woman Director at the end of the Year. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee(s) of the Board, as the case may be.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the company has no specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. having a major bearing on the company's affairs.

**For, Kundan Kumar Mishra & Associates,
Company Secretaries**



Kundan Kumar Mishra
**Kundan Kumar Mishra
Proprietor
M. No. F11769
C.P. No. 19844
PR: 2908/2023
UDIN: F011769H000501148**

Date: 27.05.2026

Place: Delhi

This report is to be read with our letter of even date which is annexed as Annexure - 1 and forms an integral part of this report.

Annexure -A'

To,

The Members of

AKG EXIM LIMITED

Registered Address: Unit No. 231, 02nd Floor, Tower-B, Spazedge, Sector-47,
Gurgaon, Gurgaon, Gurgaon, Haryana, India, 122018

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. 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 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 our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards are the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report 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 Company.

**For Kundan Kumar Mishra & Associates
Company Secretaries**



Kundan Kumar Mishra
Kundan Kumar Mishra
Proprietor

M. No. F11769

C.P. No. 19844

PR: 2908/2023

UDIN: F011769H000501148

Date: 27.05.2026

Place: Delhi