

Format of report on Corporate Governance to be submitted by a listed entity on quarterly basis

1. Name of Listed Entity: Apex Capital and Finance Limited
2. Quarter ending: 31st March, 2022

I. Composition of Board of Directors

Title (Mr./Ms)	Name of the Director	PAN S & DIN	Category (Chairperson /Executive/ Non-Executive/ independent /Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	No. Of directorship in listed entities including this listed entity [in reference to Regulation 17A(1) J	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Ramesh Shah	PAN: AASPS9513Q DIN: 00029864	Chairman (Independent & Non-Executive)	01.09.2017	26.09.2017 (Regularisation)	N.A.	5 years	20.05.1958	3	3	5	1
Mr.	Shekhar Singh	PAN: AAYP9409B DIN 00039567	Managing Director (Executive)	01.09.2016	14.02.2022 (Change in Current Designation)	N.A.	5 years	29.05.1966	1	NIL	2	NIL
Mr.	Sumit Choudhary	PAN: ABLPC0800G DIN 02586702	Director (Non-Executive)	25.08.2009	26.09.2009 (Regularisation)	N.A.	N.A.	11.03.1979	1	NIL	1	1
Mr.	Sandeep Kumar	PAN: AXAPS8505K DIN 02767062	Director (Non-Executive)	01.09.2017	26.09.2017 (Regularisation)	N.A.	N.A.	30.11.1983	1	NIL	1	NIL
Mrs.	Promila Bhardwaj	PAN: AADPB3674L DIN 06428534	Independent Director (Non-Executive)	01.09.2017	26.09.2017 (Regularisation)	N.A.	5 years	25.12.1954	2	2	2	2

Whether Regular chairperson appointed-Yes

Whether Chairperson is related to managing director or CEO-No

\$PAN of any director would not be displayed on the website of Stock Exchange

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

** to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.*

II. Composition of Committees

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/ Executive / Non-Executive/ independent/ Nominee) \$	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	1. Mr. Ramesh Shah	Chairman (Independent & Non-Executive)	01.09.2017	N.A.
		2. Mr. Shekhar Singh	Managing Director (Executive)	01.09.2017	N.A.
		3. Mrs. Promila Bhardwaj	Independent Director (Non-Executive)	01.09.2017	N.A.

2. Nomination & Remuneration Committee	Yes	1. Mrs. Promila Bhardwaj	Chairperson (Independent & Non-Executive)	01.01.2022	Appointed as a member w.e.f. 01.09.2017 and designated as Chairperson of the Committee w.e.f. 01.01.2022
		2. Mr. Sumit Choudhary	Director (Non-Executive)	01.09.2017	N.A.
		3. Mr. Ramesh Shah	Independent Director (Non-Executive)	01.09.2017	Appointed as a Chairperson and member of the Committee w. e.f. 01.09.2017 and ceased to be the Chairperson of the Committee w.e.f. 01.01.2022

Risk Management Committee (if applicable) As per the provisions envisaged in Regulation 21 of SEBI (LODR) Regulation, 2015 as amended from time to time, the Company does not fall under the Top 1000 Companies determined on the basis of market capitalization as at the end of immediate preceding financial year and high value debt listed entity. Therefore the Company has not constituted the Risk Management Committee

4. Stakeholders Relationship Committee'	Yes	1. Mr. Sumit Choudhary	Chairman (Non-executive non-independent)	01.09.2017	N.A.
		2. Mr. Sandeep Kumar	Director (Non-executive non-independent)	01.09.2017	N.A.
		3. Mr. Ramesh Shah	Independent Director (Non-Executive)	01.01.2022	Appointed as a member of the Committee w.e.f. 01.01.2022

& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
14.11.2021	14.02.2022	Yes	5	1. Mr. Ramesh Shah	91
				2. Mrs. Promila Bhardwaj	91



* to be filled in only for the current quarter meetings

IV. Meetings of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
1. Audit Committee- 14.02.2022	Yes	3	2	14. 11. 2021	91

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional **to be filled in only for the current quarter meetings

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) <i>refer note below</i>	
Whether prior approval of audit committee obtained	N.A	
Whether shareholder approval obtained for material RPT	N.A	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes	
<p>Note:</p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>		
VI. Affirmations		
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.	Yes	
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015		
a. Audit Committee	Yes	
b. Nomination & Remuneration Committee	Yes	
c. Stakeholders Relationship Committee	Yes	
d. Risk management committee (applicable to the top 1000 listed entities)	N.A.	
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes	
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Yes	
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here.	The report of the current quarter will be placed before the Board in the next Board Meeting. The report of the previous quarter has been placed before the Board and no comment/observation/advice received from them.	
<div style="display: flex; align-items: center;">   </div> <p>(Phul Jha) Company Secretary & Compliance Officer</p>		

Note:

Information at Table I and II above need to be necessarily given 1st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
<i>Item</i>	<i>Compliance status (Yes/No/NA) refer note below.</i>	<i>If Yes provide link to website. If No / NA provide reasons</i>
As per regulation 46(2) of the LODR:		
a) Details of business	Yes	www.apexfinancials.in
b) Terms and conditions of appointment of independent directors	Yes	www.apexfinancials.in
c) Composition of various committees of board of directors	Yes	www.apexfinancials.in
d) Code of conduct of board of directors and senior management personnel	Yes	www.apexfinancials.in
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.apexfinancials.in
f) Criteria of making payments to non-executive directors	Yes	www.apexfinancials.in
g) Policy on dealing with related party transactions	Yes	www.apexfinancials.in
h) Policy for determining 'material' subsidiaries	NA	
i) Details of familiarization programmes imparted to independent directors	Yes	www.apexfinancials.in
j) Email address for grievance redressal and other relevant details	Yes	www.apexfinancials.in
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.apexfinancials.in
l) Financial results	Yes	www.apexfinancials.in
m) Shareholding pattern	Yes	www.apexfinancials.in
n) Details of agreements entered into with the media companies and/or their associates	NA	
o) Schedule of analyst or institutional investor meet and presentations made	NA	

by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange		
p) New name and the old name of the listed entity	Yes	www.apexfinancials.in
q) Advertisements as per regulation 47 (1)	Yes	www.apexfinancials.in
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	NA	
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	
As per other regulations of the LODR:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.apexfinancials.in
b) Materiality Policy as per Regulation 30	Yes	www.apexfinancials.in
c) Dividend Distribution policy as per Regulation 43A (as applicable)	NA	
<i>It is certified that these contents on the website of the listed entity are correct.</i>	Yes	www.apexfinancials.in

II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes
<i>Meeting of board of directors</i>	17(2)	Yes
<i>Quorum of board meeting</i>	17(2A)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for Appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes

<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	NA
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Recommendation of board</i>	17(11)	Yes
<i>Maximum number of directorship</i>	17A	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of Nomination & Remuneration Committee</i>	19(1) & (2)	Yes
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes
<i>Meeting of Nomination & Remuneration Committee</i>	19(3A)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) (2A)	Yes
<i>Meeting of Stakeholder Relationship Committee</i>	20 (3A)	Yes
<i>Composition and role of Risk Management Committee</i>	21(1),(2),(3),(4)	NA
<i>Meeting of Risk Management Committee</i>	21(3A)	NA
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party Transactions</i>	23(4)	Yes
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	NA
<i>Other Corporate Governance requirements with respect to subsidiary of listed</i>	24(2),(3),(4),(5) & (6)	NA

<i>entity</i>		
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes (First Time Applicable-to be filed within 60 days from the end of Financial Year ended on 31.03.2022)
<i>Alternate Director to Independent Director</i>	25(1)	NA
<i>Maximum Tenure</i>	25(2),(2A)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes
<i>Directors and Officers insurance</i>	25(10), (11) & (12)	NA
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management Personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Omitted w.e.f. 05.05.2021
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

Note

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied-NA



(Phul Jha)

Company Secretary & Compliance Officer



Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year

Half year ending – 31st March, 2022

I. Disclosure of Loans / guarantees / comfort letters / securities etc.
refer note below

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six Months
Promoter or any other entity controlled by them	0.00	0.00
Promoter Group or any other entity controlled by them	0.00	0.00
Directors (including relatives) or any other entity controlled by them	0.00	0.00
KMPs or any other entity controlled by them	0.00	17000

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	0.00	0.00	0.00
Promoter Group or any other entity controlled by them	0.00	0.00	0.00
Directors (including relatives) or any other entity controlled by them KMPs or any other entity controlled by them	0.00	0.00	0.00

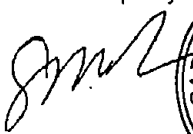
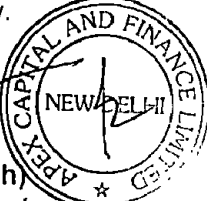
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0.00	0.00	0.00

Promoter Group or any other entity controlled by them	0.00	0.00	0.00
Directors (including relatives) or any other entity controlled by them	0.00	0.00	0.00
KMPs ¹ or any other entity controlled by them	0.00	0.00	0.00

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.



 (Shekhar Singh)
 Managing Director

Note

1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;

- a) by a government company to/ for the Government or government company
- b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
- c) by a banking company or an insurance company ; and
- d) by the listed entity to its employees or directors as a part of the service conditions

2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table..