

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: 30th September, 2023

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* (In Months)	Date of Birth	No. Of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	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	01.09.2022 (He has been Re-appointed as Additional Director-Independent w.e.f. 01.09.2022 and his appointment has been Regularised for a period of 5 yrs w.e.f. 01.09.2022 in the AGM held on 30.09.2022)	N.A.	60	20.05.1958	3	3	5	2
Mr.	Shekhar Singh	PAN: AAAYS9409B DIN 00039567	Managing Director (Executive)	01.09.2016	14.02.2022 (Change in Current Designation)	N.A.	60	29.05.1966	1	NIL	1	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	01.09.2022 (She has been Re-appointed as Additional Director-Independent w.e.f. 01.09.2022 and his appointment has been Regularised for a period of 5 yrs w.e.f. 01.09.2022 in the AGM held on 30.09.2022)	N.A.	60	25.12.1954	1	1	1	NIL
		Whether Regular chairperson appointed-Yes										
		Whether Chairperson is related to managing director or CEO-No										

SPAN 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)	01.09.2022	N.A.
		2. Mr. Shekhar Singh	Managing Director (Executive)	01.09.2017	N.A.
		3. Mrs. Promila Bhardwaj	Independent Director (Non-Executive)	01.09.2022	N.A.
2. Nomination & Remuneration Committee	Yes	1. Mrs. Promila Bhardwaj	Chairperson (Independent & Non-Executive)	01.09.2022	N.A.
		2. Mr. Sumit Choudhary	Director (Non-Executive)	01.09.2017	N.A.
		3. Mr. Ramesh Shah	Independent Director (Non-Executive)	01.09.2022	N.A.
3. 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)	01.09.2022	N.A.

& 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)
29.05.2023 05-06-2023	10.08.2023	Yes	4	1. Mrs. Promila Bhardwaj	65

** 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 - 10.08.2023	Yes	2	1	05.06.2023 29.05.2023	65 6
2. Finance & Executive Committee - 20-09-2023	Yes	3	NA	N.A. (for the quarter 01.04.2023 to 30.06.2023)	NA

* This information is mandatorily to 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

<i>Subject</i>	<i>Compliance status (Yes/No/NA) 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	

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.

VI. Affirmations

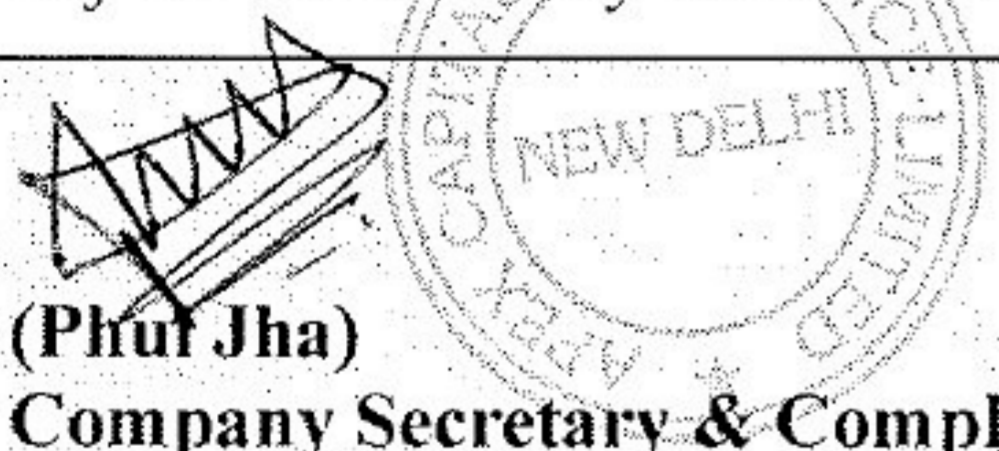
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.	Yes
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	
a. Audit Committee	Yes
b. Nomination & 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.


 (Phul Jha)
 Company Secretary & Compliance Officer

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 6 months from the close of financial year
31.03.2023

Affirmations		
<i>Broad heading</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA)refer note below</i>
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on Website</i>	<i>46(2)</i>	<i>Yes</i>
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	<i>18(1)(d)</i>	<i>Yes</i>
<i>Presence of Chairperson of the nomination and remuneration committee at the annual general Meeting</i>	<i>19(3)</i>	<i>No (As per regulation 19 of SEBI (LODR) Regulation, 2015 as amended from time to time, she has authorized Mr. Ramesh Shah, the Chairman of the Board, to answer the quarry/ies, if any, to the shareholders on her behalf.</i>
<i>Presence of Chairperson of the Stakeholder Relationship committee at the annual general Meeting</i>	<i>20(3)</i>	<i>Yes</i>
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	<i>34(3) read with para C of Schedule V</i>	<i>Yes</i>
<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> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
 <p>(Phul Jha) Company Secretary & Compliance Officer</p>		

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 – 30th September, 2023

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	Rs. 0.00	Rs. 4,65,000	
(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 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

Digitally signed by SHEKHAR SINGH
Date: 2023.10.20
15:55:08 +05'30'

(Shekhar Singh)
Managing Director

Note

- 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;
 - by a government company to/ for the Government or government company
 - by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
 - by a banking company or an insurance company ; and
 - by the listed entity to its employees or directors as a part of the service conditions
- If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.