

To

27<sup>th</sup> May, 2025

The Listing Department  
BSE Limited  
Pheeroze Jeejeebhoy Towers,  
Dalal Street, Mumbai- 400001.

**Scrip Code: 541133; Security ID: ACFL**

**Subject: Submission of Secretarial Compliance Report of Apex Capital and Finance Limited ("the Company") for the financial year ended on March 31, 2025 in compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

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Dear Sir/Ma'am,

Pursuant to the provisions of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Secretarial Compliance Report as issued by M/s S. Behera & Co., Company Secretaries (FCS No. 8428), New Delhi, for the financial year ended 31st March, 2025. You are requested to take the same on record.

This is for your information and record please.

Thanking you.

Yours faithfully,

**For Apex Capital and Finance Limited**

**Shekhar Singh**  
Digitally signed  
by Shekhar Singh  
Date: 2025.05.27  
11:15:50 +05'30'

**(Shekhar Singh)  
Managing Director  
DIN: 00039567**

Encl.: As above

**SECRETARIAL COMPLIANCE REPORT**

**OF**

**APEX CAPITAL AND FINANCE LIMITED FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025**

*[Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations,  
2015 vide SEBI Circular No. CIR/CFD/CMD1/27/2019]*

To,  
The Board of Directors,  
Apex Capital and Finance Limited  
L-3, Green Park Extension,  
New Delhi- 110 016

We S. Behera & Co., Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by **APEX CAPITAL AND FINANCE LIMITED ("the listed entity")**,
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) all other document/ filing, as may be relevant, which has been relied upon to make this certification, for the financial year ended 31<sup>st</sup> March, 2025 ("**Review Period**") in respect of compliance with the provisions of:
  - (a) the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") and the Regulations, circulars, guidelines issued thereunder; and
  - (b) the Securities Contracts (Regulation) Act, 1956 ("**SCRA**"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("**SEBI**");

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

- (i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (ii) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;



- (iii) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (iv) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018- Not applicable as the Company has not bought back/proposed to buy-back any of its securities during the Financial Year under review;
- (v) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021- Not applicable as the Company has not issued any shares/options to directors/employees under the said regulations during the Financial Year under review;
- (vi) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021- Not applicable as the Company has not issued and listed any debt securities during the Financial Year under review;
- (vii) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (viii) Other Regulations, and Circulars, Guidelines issued thereunder, as applicable to the Company;

and based on the above examination, we hereby report that, during the Review Period:

- (a) (\*\*) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations /circulars/guidelines including specific clause)	Regulation/Circular No.	Deviation	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Delay in compliance of Regulation 19(1)/19(2) of SEBI (LODR) Regulations, 2015 -Quarter: Mar-2022	Regulation 19(1)/19(2)	-	BSE	Fine	Delay in compliance of Regulation 19(1) / 19(2) of SEBI (LODR) Regulations, 2015	Rs. 1,80,000/- (excluding taxes)	The Company has filed with the BSE a representation for waiver of fine. After considering the matter, the BSE has waived off the fine and the same is not required to be deposited.	The Company has made requisite compliance of Regulation 19(1)/19(2) of SEBI	



									(LODR) Regulation s. 20(1), which was later on taken note of by BSE Ltd. ("BSE"). Hence, the Fine levied on the Company has been waived off.
2	Delay in compliance of Regulation 20(1) of SEBI (LODR) Regulations, 2015 -Quarter: Mar-2022	Regulation 20(1)	-	BSE	Fine	Delay in compliance of Regulation 20(1) of SEBI (LODR) Regulations, 2015	Rs. 1,80,000/- (excluding taxes)	The Company has filed with the BSE a representation for waiver of fine. After considering the matter, the BSE has waived off the fine and the same is not required to be deposited.	The Company has made requisite compliance of Regulation 20(1) of SEBI (LODR) Regulations s. 20(1), which was later on taken note of by BSE Ltd. ("BSE"). Hence, the Fine levied on the Company has been waived off.



3.	Delay in compliance of Regulation 23(9) of SEBI (LODR) Regulations, 2015 -Quarter: Sep-2022	Regulation 23(9)	-	BSE	Fine	Delay in compliance of Regulation 23(9) of SEBI (LODR) Regulations, 2015	Rs. 1,45,000/- (excluding taxes)	The Company has disclosed the Related Party Transaction in XBRL format after fifteen days of publishing its financial results. Further, the Company has complied with the said provisions by depositing the fine amount (including taxes) imposed by the BSE.	The company has filed the Related Party Transactions ("RPT") details with BSE Ltd. ("BSE") on PDF mode. While uploading the RPT in XBRL mode, BSE website was not working due to technical glitches. Since we have not taken the screen shot of the same on real time basis, BSE imposed the said Fine. It was purely an unintentional and without any malafide
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	<p>Regulations are adopted with the approval of board of directors of the listed entities</p> <ul style="list-style-type: none"> <li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	<p>Yes</p> <p>Yes</p>	-
3.	<p><b>Maintenance and disclosures on Website:</b></p> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website</li> <li>Timely dissemination of the documents/ information under a separate section on the website</li> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website</li> </ul>	<p>Yes</p> <p>Yes</p> <p>Yes</p>	-
4.	<p><b>Disqualification of Director:</b></p> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	<p>Yes</p>	-
5.	<p><b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	<p>N.A.</p> <p>N.A.</p>	<p>The Company does not have any material listed and unlisted Subsidiary Company(ies) as defined in Regulation 16(1)(c) of the Listing Regulations as amended.</p>
6.	<p><b>Preservation of Documents:</b></p>	<p>Yes</p>	-



	The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.		
7.	<b>Performance Evaluation:</b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations.	Yes	-
8.	<b>Related Party Transactions:</b>  (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or  (b) In case no prior approval obtained, the listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the audit committee	Yes  NA	During the FY 2024-25; the listed entity has obtained prior approval (omnibus approval) of Audit Committee for all the Related Party Transactions.
9.	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
10.	<b>Prohibition of Insider Trading.</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b>		No actions were taken against the Company, its promoters/



	No action(s) has been taken against the listed entity/its promoters/directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder except as provided under separate paragraph herein (**).	N.A.	directors/ subsidiaries either by SEBI or by Stock Exchange under SEBI Regulations and circulars/guidelines issued thereunder.
12.	<b>Resignation of statutory auditors from the listed entity or its material subsidiaries:</b> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	N.A.	No event has been occurred for the resignation of the auditor and hence, the existing auditor has duly signed the limited review / audit report for all the four quarters as well as the reporting financial year.
13.	<b>Additional non-compliances, if any:</b> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	N.A.	No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.

\*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

We further, report that the listed entity is in compliance / not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations. - **Not Applicable**

**Assumptions and limitations of scope and review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.



2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the corrections and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 26A(2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For S. Behera & Co.

Company Secretaries

Shesdev Behera

Company Secretary in practice

CP. No. 5980

FCS No. 8428

Peer Review Certificate No. 2418/2022

Firm Registration No. S2004DE072000

UDIN: F008428G000442246

Date: May 26, 2025

Place: New Delhi

