A. K. Capital Finance Limited

REGISTERED OFFICE:
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OFF CST ROAD, KALINA, SANTACRUZ (EAST),
MUMBAI – 400 098 (INDIA)
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TEL.: +91 (022) 6754 6500 I FAX: +91 (022) 6610 0594
E-MAIL: akmumbai@akgroup.co.in
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To,
Listing Compliance Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001

Subject: Report of Corporate Governance pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

Pursuant to the provisions of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith a report on Corporate Governance for the quarter and half year ended September 30, 2023.

We request you to take the above on your records.

Thanking You,

Yours faithfully,

For A. K. Capital Finance Limited

GOVIND LALWANI

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A.K. CAPITAL FINANCE LIMITED

Govind Lalwani
Company Secretary and Compliance Officer
Membership No.: A38806

Date: October 19, 2023
Place: Mumbai

REPORT OF CORPORATE GOVERNANCE TO BE SUBMITTED BY LISTED ENTITY ON QUARTERLY BASIS

1. Name of Listed Entity : **A. K. Capital Finance Limited**
2. Quarter ending : **September 30, 2023**

A. **Composition of Board of Directors**:

Title (Mr. / Ms.)	Name of the Director	DIN	Category (Chairperson/Executive /Non-Executive/independent /Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure of director (in months) *	Date of Birth	No of Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations	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.	Rajiv Kumar Bakshi	00264007	Chairperson, Non-Executive – Independent Director	May 19, 2014	April 01, 2019	-	112.12	October 21, 1952	4	4	4	1
Mr.	A. K. Mittal	00698377	Executive Director, MD	November 30, 2012	November 30, 2022	-	-	February 19, 1955	2	0	2	0
Mr.	Khimji Shamji Pandav	01070944	Non-Executive – Independent Director	August 11, 2018	August 11, 2023	-	61.20	March 11, 1953	2	2	3	2
Mr.	Deepak Maheshwari	00750047	Non-Executive – Independent Director	February 6, 2023	-	-	7.22	August 3, 1977	1	1	1	0
Ms.	Aditi Mittal	00698397	Executive Director	December 2, 2022	-	-	-	August 31, 1982	2	0	2	1
			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.*

Note: None of the Directors are disqualified under Section 164 of the Companies Act, 2013.

II. Composition of Committees

Name of Committee	Whether Regular chairperson appointed	Name of Committee Members	Category 1 (Executive/Non-Executive/independent/Nominee)	Category 2 (Chairperson/ Member)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. Khimji Shamji Pandav	Non-Executive – Independent Director	Chairperson	21/09/2018	-
		Mr. Rajiv Kumar Bakshi	Non-Executive – Independent Director	Member	23/05/2014	-
		Mr. Deepak Maheshwari	Non-Executive – Independent Director	Member	06/02/2023	-
2. Nomination & Remuneration Committee	Yes	Mr. Khimji Shamji Pandav	Non-Executive – Independent Director	Chairperson	21/09/2018	-
		Mr. Rajiv Kumar Bakshi	Non-Executive – Independent Director	Member	23/05/2014	-
		Mr. Deepak Maheshwari	Non-Executive – Independent Director	Member	06/02/2023	-
3. Stakeholders Relationship Committee	Yes	Mr. Rajiv Kumar Bakshi	Non-Executive – Independent Director	Chairperson	25/10/2021	-
		Mr. A. K. Mittal	Executive Director, MD	Member	25/10/2021	-
		Ms. Aditi Mittal	Executive Director	Member	02/12/2022	-
4. Risk Management Committee	Yes	Mr. A. K. Mittal	Executive Director, MD	Chairperson	25/10/2021	-
		Mr. Rajiv Kumar Bakshi	Non-Executive – Independent Director	Member	25/10/2021	-
		Ms. Shilpa Sadani	Head Risk	Member	28/10/2022	-
5. Corporate Social Responsibility Committee	No	Mr. Rajiv Kumar Bakshi	Non-Executive - Independent Director	Member	01/04/2014	-
		Mr. A. K. Mittal	Executive Director, MD	Member	01/04/2014	-
		Mr. Khimji Shamji Pandav	Non-Executive - Independent Director	Member	21/09/2018	-

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	Total no. of Directors as on date of the meeting	Number of Directors present	Number of independent directors present	Maximum gap between any two consecutive Meetings (in number of days)
April 1, 2023	-	Yes	5	5	3	-
May 20, 2023	-	Yes	5	4	3	48
	July 29, 2023	Yes	5	5	3	69
-	September 29, 2023	Yes	5	3	2	61

IV. Meeting of Committees

Audit Committee						
Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met	Total no. of Directors as on date of the meeting	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)
-	Yes	3	3	3	April 1, 2023	-
-	Yes	3	3	3	May 20, 2023	48
July 29, 2023	Yes	3	3	3	-	69

Nomination and Remuneration Committee						
Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met	Total no. of Directors as on date of the meeting	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)
-	-	3	3	3	April 1, 2023	-

July 29, 2023	Yes	3	3	3	-	118
September 29, 2023	Yes	3	2	2	-	61

Risk Management Committee

Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met	Total no. of Directors as on date of the meeting	No. of members attending the meeting (other than Board of Directors)	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)
-	-	2	1	2	1	May 20, 2023	-
July 29, 2023	Yes	2	1	2	1	-	69

Stakeholders Relationship Committee

Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met	Total no. of Directors as on date of the meeting	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)
-	-	3	3	1	May 20, 2023	-
July 29, 2023	Yes	3	3	1	-	69

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable*
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

*****SEBI (LODR) (Fifth Amendment) Regulations, 2021 is applicable to the Company w.e.f. September 7, 2021 and as per Regulation 23(4) of SEBI (LODR) Regulations, 2015 all material related party transactions shall require approval of shareholders and no related party shall vote to approve such resolution whether the entity is a related party to the particular transaction or not. Currently, the Company has 7 Equity Shareholders (Holding Company and 6 other Nominee Shareholders) wherein all the Shareholders are related parties. In view of above, the passing of resolution at the general meeting is unfeasible, hence the same is marked as Not Applicable.

VI. Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter: No

Date of event: N.A.
Brief details of the event: N.A.

VII. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The composition of the following Committees is in terms of (Listing Obligations and Disclosure Requirements) Regulations, 2015.
   a. Audit Committee
   b. Nomination and Remuneration Committee
   c. Stakeholders Relationship Committee
   d. Risk Management Committee
3. The Committee Members have been made aware of their powers, role and responsibilities as specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
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.
5. This report and/or the report submitted in the previous quarter have been placed before Board of Directors.

VIII. Format to be submitted by listed entity at the end of 6 months from the close of financial year

Affirmations		
Broad heading	**Regulation number**	**Compliance status (Yes/ No/ NA)**
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on Website	53	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general Meeting	19(3)	Yes
Presence of Chairperson of the Stakeholders Relationship committee at the annual general Meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	53(f) read with para C of Schedule V	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.

GOVIND LALWANI

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Signature
Govind Lalwani
Company Secretary
ACS: A38806

IX. Format to be submitted twice a year, on 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.

(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	25,00,00,000/-*	50,00,00,000/-
Promoter Group or any other entity controlled by them	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil

*Amount disbursed from a total sanctioned limit of Rs.100 Crores to entity controlled by promoters.

(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, comfortletter 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	Nil	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other entitycontrolled by them	Nil	Nil	Nil

KMPs or any othercontrolled by entity them	Nil	Nil	Nil

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debtavailed 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	Nil	Nil	Nil
Promoter Group or Any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other entity controlled by Them	Nil	Nil	Nil
KMPs or any other entity Controlled by them	Nil	Nil	Nil

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.

Mahesh Kumar Bhootra

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A K CAPITAL FINANCE LIMITED

Signature

Mahesh Bhootra

Chief Financial Officer

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 listedentity.*
   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.*

For A. K. Capital Finance Limited

GOVIND LALWANI

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Govind Lalwani
Company Secretary
ACS: A38806

Date: October 19, 2023
Place: Mumbai