A. K. Capital Finance Limited

**REGISTERED OFFICE:**
601-602, 6TH FLOOR, WINDSOR,
OFF CST ROAD, KALINA, SANTACRUZ (EAST),
MUMBAI – 400 098 (INDIA)
CIN: U51900MH2006PLC214277
TEL.: +91 (022) 6754 6500 I FAX: +91 (022) 6610 0594
E-MAIL: akmumbai@akgroup.co.in
WEBSITE: www.akgroup.co.in

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 ended March 31, 2023.

We request you to take the above on your records.

Thanking You,

Yours faithfully,

**For A. K. Capital Finance Limited**

GOVIND LALWANI

Digitally signed by GOVIND LALWANI
DN: c=IN, o=PERSONAL, title=7393, pseudonym=d35fe9f816084c94aa6fbb474454adad, 2.5.4.20=fbb417d1b37e8256b87a96ed3559859255fc48beea4440979c5f0b5c093ccda6, postalCode=302004, st=Rajasthan, serialNumber=ae888dfb06b0c87d8c45490ad2191c45b7bbc3f39eab91f78020345dd14cdb73, cn=GOVIND LALWANI
Date: 2023.04.20 10:52:05 +05'30'

A. K. CAPITAL FINANCE LIMITED

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

**Date: April 20, 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 : **March 31, 2023**

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

| Title (Mr. / Ms.) | Name of the Director | PAN[$]& 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 | ABQPB8389L 00264007 | Chairperson, Non-Executive – Independent Director | May 19, 2014 | April 01, 2019 | - | 106.27 | October 21, 1952 | 3 | 3 | 5 | 1 |
| Mr. | A. K. Mittal | AXOPM7089C 00698377 | Executive Director, MD | November 30, 2012 | November 30, 2022 | - | - | February 19, 1955 | 2 | 0 | 2 | 0 |
| Mr. | Khimji Shamji Pandav | AAHPP8446N 01070944 | Non-Executive – Independent Director | August 11, 2018 | - | - | 55.21 | March 11, 1953 | 2 | 2 | 3 | 2 |
| Mr. | Vikas S Agarwal | AELPA2164A 03582526 | Non-Executive – Independent Director | October 25, 2021 | - | February 6, 2023 | 15.09 | March 05, 1971 | 1 | 1 | 1 | 0 |

| | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Mr. | Deepak Maheshwari | AGRPM6875C 00750047 | Non-Executive – Independent Director | February 6, 2023 | - | - | 1.26 | August 3, 1977 | 1 | 0 | 1 | 0 |
| Ms. | Aditi Mittal | ALKPM2162Q 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*<br>*&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*<br>**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. Vikas S Agarwal | Non-Executive – Independent Director | Member | 09/12/2021 | 06/02/2023 |
| | | 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. Vikas S Agarwal | Non-Executive – Independent Director | Member | 09/12/2021 | 06/02/2023 |
| | | 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) |
|---|---|---|---|---|---|---|
| October 28, 2022 | - | Yes | 5 | 5 | 3 | 94 |
| December 2, 2022 | - | Yes | 4 | 4 | 3 | 34 |
| - | February 6, 2023 | Yes | 5 | 4 | 2 | 65 |

**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 | October 28, 2022 | - |
| - | Yes | 3 | 3 | 3 | December 2, 2022 | 34 |
| February 6, 2023 | Yes | 3 | 2 | 2 | - | 65 |

| **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 | December 2, 2022 | - |
| February 6, 2023 | Yes | 3 | 2 | 2 | - | - |

| 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 | October 28, 2022 | - |
| February 6, 2023 | Yes | 2 | 1 | 2 | 1 | - | - |

| 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 | October 28, 2022 | - |
| February 6, 2023 | Yes | 3 | 3 | 1 | - | - |

**V. Related Party Transactions**

| Subject | Compliance status (Yes/No/NA)<br>refer note below |
|---|---|
| Whether prior approval of audit committee obtained | Yes |
| Whether shareholder approval obtained for material RPT | NA* |
| 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. 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.

**For A. K. Capital Finance Limited**

GOVIND LALWANI

Digitally signed by GOVIND LALWANI
DN: c=IN, o=PERSONAL, title=7393, pseudonym=d35fe9f816084c94aa6fbb474454adad, 2.5.4.20=fbb417d1b37e8256b87a96ed35598592555fc48beea4440979c5f0b5c093ccda6, postalCode=302004, st=Rajasthan, serialNumber=ae888dfb06b0c87d8c45490ad2191c45b7bbc3f39eab91f78020345dd14cdb73, cn=GOVIND LALWANI
Date: 2023.04.20 10:52:38 +05'30'

**Govind Lalwani**
**Company Secretary**
**ACS: A38806**

Date: April 20, 2023
Place: Mumbai

**ANNEXURE II**

**I. Disclosure on website in terms of Listing Regulations**

| Item | Compliance status (Yes/No/NA) | If Yes provide link to website. If No / NA provide reasons |
|---|---|---|
| **As per regulation 46(2) of the LODR:** | | |
| a) Details of business | NA | Since the Company is High Value Debt Listed Company, Regulation 46 of SEBI (LODR) Regulations is not applicable. The Company has complied with Regulation 62 i.e. Website, applicable to High Value Debt Listed Company. |
| b) Terms and conditions of appointment of independent directors | NA | |
| c) Composition of various committees of board of directors | NA | |
| d) Code of conduct of board of directors and senior management personnel | NA | |
| e) Details of establishment of vigil mechanism/ Whistle Blower policy | NA | |
| f) Criteria of making payments to non-executive directors | NA | |
| g) Policy on dealing with related party transactions | NA | |
| h) Policy for determining 'material' subsidiaries | NA | |
| i) Details of familiarization programme imparted to independent directors | NA | |
| j) Email address for grievance redressal and other relevant details | NA | |
| k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | NA | |
| l) Financial results | NA | |
| m) Shareholding pattern | NA | |
| 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 by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange | NA | |
| p) New name and the old name of the listed entity | NA | |
| q) Advertisements as per regulation 47 (1) | NA | |
| 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) | NA | |
| b) Materiality Policy as per Regulation 30 | NA | |
| c) Dividend Distribution policy as per Regulation 43A (as applicable) | NA | |
| *It is certified that these contents on the website of the listed entity are correct* | | |

**II. Annual Affirmations**

| Sr. no | Particulars | Regulation Number | Compliance status (Yes/No/NA) |
|---|---|---|---|
| 1 | Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25(6) | Yes |
| 2 | Board composition | 17(1), 17(1A) & 17(1B) | Yes |
| 3 | Meeting of Board of directors | 17(2) | Yes |
| 4 | Quorum of Board meeting | 17(2A) | Yes |
| 5 | Review of Compliance Reports | 17(3) | Yes |
| 6 | Plans for orderly succession for appointments | 17(4) | Yes |
| 7 | Code of Conduct | 17(5) | Yes |
| 8 | Fees/compensation | 17(6) | Yes |
| 9 | Minimum Information | 17(7) | Yes |
| 10 | Compliance Certificate | 17(8) | Yes |
| 11 | Risk Assessment & Management | 17(9) | Yes |
| 12 | Performance Evaluation of Independent Directors | 17(10) | Yes |
| 13 | Recommendation of Board | 17(11) | Yes |
| 14 | Maximum number of Directorships | 17A | Yes |
| 15 | Composition of Audit Committee | 18(1) | Yes |
| 16 | Meeting of Audit Committee | 18(2) | Yes |
| 17 | Composition of Nomination & Remuneration Committee | 19(1) & (2) | Yes |
| 18 | Quorum of Nomination and Remuneration Committee meeting | 19(2A) | Yes |
| 19 | Meeting of Nomination and Remuneration Committee | 19(3A) | Yes |
| 20 | Composition of Stakeholder Relationship Committee | 20(1), 20(2) & 20(2A) | Yes |
| 21 | Meeting of Stakeholders Relationship Committee | 20(3A) | Yes |
| 22 | Composition and role of risk management committee | 21(1),(2),(3),(4) | Yes |
| 23 | Meeting of Risk Management Committee | 21(3A) | Yes |
| 24 | Vigil Mechanism | 22 | Yes |
| 25 | Policy for related party Transaction | 23(1),(1A),(5),(6),(7) & (8) | Yes |
| 26 | Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | Yes |
| 27 | Approval for material related party transactions | 23(4) | NA* |
| 28 | Disclosure of related party transactions on consolidated basis | 23(9) | Yes |

| | | | |
|---|---|---|---|
| 29 | Composition of Board of Directors of unlisted material Subsidiary | 24(1) | NA |
| 30 | Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6) | NA |
| 31 | Annual Secretarial Compliance Report | 24(A) | Yes |
| 32 | Alternate Director to Independent Director | 25(1) | Yes |
| 33 | Maximum Tenure | 25(2) | Yes |
| 34 | Meeting of independent directors | 25(3) & (4) | Yes |
| 35 | Familiarization of independent directors | 25(7) | Yes |
| 36 | Declaration from Independent Director | 25(8) & (9) | Yes |
| 37 | D & O Insurance for Independent Directors | 25(10) | Yes |
| 38 | Memberships in Committees | 26(1) | Yes |
| 39 | Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes |
| 40 | Disclosure of Shareholding by Non-Executive Directors | 26(4) | Yes |
| 41 | Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | 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.

**III. Affirmations**

| Sr. no | Subject | Compliance status (Yes/No/NA) |
|---|---|---|
| 1 | The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied | NA |

**For A. K. Capital Finance Limited**

GOVIND LALWANI

Digitally signed by GOVIND LALWANI
DN: c=IN, o=PERSONAL, title=7393, pseudonym=d35fe9f816084c94aa6fbb474454adad, 2.5.4.20=fbb417d1b37e8256b87a96ed3559859255fc48beea4440979c5f0b5c093ccda6, postalCode=302004, st=Rajasthan, serialNumber=ae888dfb06b0c87d8c45490ad2191c45b7bbc3f39eab91f78020345dd14cdb73, cn=GOVIND LALWANI
Date: 2023.04.20 10:52:56 +05'30'

A. K. CAPITAL FINANCE LIMITED

**Govind Lalwani**
**Company Secretary**
**ACS: A38806**
Date: April 20, 2023
Place: Mumbai

**ANNEXURE IV**

**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 ending: 31st March, 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 | 55,00,00,000/- | 75,00,00,000/- |
| Promoter Group or any other entity controlled by them | - | - |
| Directors (including relatives) or any other entity controlled by them | - | - |
| KMPs or any other entity controlled by them | - | - |

* total amount sanctioned 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, comfort letter etc.) | Aggregate amount of issuance during sixmonths | Balance outstanding at the end of six months (taking into account any invocation) |
|---|---|---|---|
| Promoter or any Other entity controlled by them | - | - | - |
| Promoter Group or any other entity controlled by them | - | - | - |
| Directors (including relatives) or any other entity controlled by them | - | - | - |

| | | | |
|---|---|---|---|
| KMPs or any other entity controlled by them | - | - | - |

(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 | - | - | - |
| Promoter Group or any other entity controlled by them | - | - | - |
| Directors (including relatives) or any other entity controlled by Them | - | - | - |
| KMPs - entity controlled by them | - | - | |

**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

Digitally signed by Mahesh Kumar Bhootra
DN: cn=Mahesh Kumar Bhootra, o, ou, email=mahesh.bhootra@akgroup.co.in, c=IN
Date: 2023.04.20 10:51:39 +05'30'




**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 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.*

**For A. K. Capital Finance Limited**

GOVIND LALWANI

Digitally signed by GOVIND LALWANI
DN: c=IN, o=PERSONAL, title=7393, pseudonym=d35fe9f816084c94aa6fbb474454adad, 2.5.4.20=fbb417d1b37e8256b87a96ed3559859255fc48beea4440979c5f0b5c093ccda6, postalCode=302004, st=Rajasthan, serialNumber=ae888dfb06b0c87d8c45490ad2191c45b7bbc3f39eab91f780203454dd14cdb73, cn=GOVIND LALWANI
Date: 2023.04.20 10:53:17 +05'30'

A. K. CAPITAL FINANCE LIMITED

**Govind Lalwani**
**Company Secretary**
**ACS: 38806**

Date: April 20, 2023
Place: Mumbai