A. K. Capital Finance Limited
REGISTERED OFFICE:
601-602, 6TH FLOOR, WINDSOR BUILDING,
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: cs@akgroup.co.in.
WEBSITE: www.akgroup.co.in

Date: April 19, 2024

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 hereby submit report on Corporate Governance for the quarter ended March 31, 2024.

We request you to take the above on your records.

Thanking You,

Yours faithfully,

For A. K. Capital Finance Limited

SHIKHA SHARMA

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A. K. CAPITAL FINANCE LIMITED

Shikha Sharma
Company Secretary and Compliance Officer
Membership No.: A52558

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, 2024**

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	March 31, 2024	118.12	October 21, 1952	4	4	7	3
Mr.	A. K. Mittal	00698377	Executive Director, MD	November 30, 2012	November 30, 2022	-	-	February 19, 1955	2	0	3	0
Mr.	Deepak Maheshwari	00750047	Non-Executive – Independent Director	February 6, 2023	-	-	13.25	August 3, 1977	1	1	1	0
Ms.	Aditi Mittal	00698397	Executive Director	December 2, 2022	-	-	-	August 31, 1982	2	0	2	1
Mr.	Vinod Kumar Kathuria	06662559	Non-Executive – Independent Director	December 18, 2023	-	-	3.13	July 23, 1958	4	4	4	2
Ms.	Bindu Darshan Shah	07131459	Non-Executive – Independent Director	March 28, 2024	-	-	0.03	June 7, 1975	3	3	6	3

			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. Rajiv Kumar Bakshi (Appointed as Chairperson w.e.f. 18/12/2023)	Non-Executive – Independent Director	Chairperson	23/05/2014	28/03/2024
		Mr. Deepak Maheshwari	Non-Executive – Independent Director	Member	06/02/2023	-
		Mr. A. K. Mittal	Executive Director, MD	Member	18/12/2023	-
		Ms. Bindu Darshan Shah	Non-Executive – Independent Director	Chairperson	28/03/2024	-
2. Nomination & Remuneration Committee	Yes	Mr. Vinod Kumar Kathuria	Non-Executive – Independent Director	Member	18/12/2023	-
		Mr. Rajiv Kumar Bakshi	Non-Executive – Independent Director	Member	23/05/2014	28/03/2024
		Mr. Deepak Maheshwari (Appointed as Chairperson w.e.f. 28/03/2024)	Non-Executive – Independent Director	Chairperson	06/02/2023	-
		Ms. Bindu Darshan Shah	Non-Executive – Independent Director	Member	28/03/2024	-
3. Stakeholders Relationship Committee	Yes	Mr. Rajiv Kumar Bakshi	Non-Executive – Independent Director	Chairperson	25/10/2021	28/03/2024
		Mr. A. K. Mittal	Executive Director, MD	Member	25/10/2021	-
		Ms. Aditi Mittal	Executive Director	Member	02/12/2022	-
		Mr. Vinod Kumar Kathuria	Non-Executive – Independent Director	Chairperson	28/03/2024	-
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	28/03/2024
		Ms. Shilpa Sadani	Head Risk	Member	28/10/2022	-
		Mr. Deepak Maheshwari	Non-Executive – Independent Director	Member	28/03/2024	-
5. Corporate Social	No	Mr. Rajiv Kumar Bakshi	Non-Executive - Independent	Member	01/04/2014	28/03/2024

Responsibility Committee			Director			
		Mr. A. K. Mittal	Executive Director, MD	Member	01/04/2014	-
		Ms. Aditi Mittal	Executive Director	Member	18/12/2023	-
		Mr. Vinod Kumar Kathuria	Non-Executive – Independent Director	Member	28/03/2024	-

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 30, 2023	-	Yes	5	4	3	48
December 18, 2023	-	Yes	5	3	2	46
	February 3, 2024	Yes	5	4	3	53
-	March 28, 2024	Yes	5	4	3	-

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 30, 2023	48
-	Yes	3	2	2	December 18, 2023	47
February 3, 2024	Yes	3	3	2	-	-

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	October 30, 2023	-
-	-	-	-	-	-	-

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 30, 2023	-
February 3, 2024	Yes	2	1	2	1	-	95

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	2	1	October 30, 2023	-
February 3, 2024	Yes	3	2	1	-	95

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.

For A. K. Capital Finance Limited

SHIKHA SHARMA

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Shikha Sharma
Company Secretary and Compliance Officer
Membership No.: A52558
Date: April 19, 2024
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*:** *The provisions of Regulation 46(2) of the Listing Regulations are not applicable to the Company as it is a Debt Listed entity. However, the Company has made disclosures pursuant to Regulation 62 of Listing regulations*		
a) Details of business	Yes	https://www.akgroup.co.in/group-companies-landing-page?articleId=28209
b) Terms and conditions of appointment of independent directors	Yes	https://www.akgroup.co.in/investor-relation
c) Composition of various committees of board of directors	Yes	www.akgroup.co.in/docs/Composition_of_Board_of_Directors_19042024.pdf
d) Code of conduct of board of directors and senior management personnel	Yes	www.akgroup.co.in/docs/Composition_of_Board_of_Directors_19042024.pdf
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.akgroup.co.in/docs/Whistle%20Blower%20Policy-20220208125738410058 8.pdf
f) Criteria of making payments to non-executive directors	Yes	www.akgroup.co.in/docs/Nomination%20and%20Remuneration%20Policy-20211202160841375356 3.pdf
g) Policy on dealing with related party transactions	Yes	www.akgroup.co.in/docs/Policy%20on%20Materiality%20and%20Dealing%20with%20Related%20Party%20Transactions-20211202162822478145 0.pdf
h) Policy for determining 'material' subsidiaries	Yes	www.akgroup.co.in/docs/Policy%20on%20Materiality%20and%20Dealing%20with%20Related%20Party%20Transactions-20211202162822478145 0.pdf
i) Details of familiarization programme imparted to independent directors	Yes	www.akgroup.co.in/docs/Familiarization_Programme_for_Independent_Director-2023_16082023.pdf
j) Email address for grievance redressal and other relevant details	Yes	www.akgroup.co.in/docs/Contact_Information_and_Email_Address_for_Investor_Grievances_and_other_relevant_details.pdf
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.akgroup.co.in/docs/Contact_Information_and_Email_Address_for_Investor_Grievances_and_other_relevant_details.pdf
l) Financial results	Yes	https://www.akgroup.co.in/DisclosureFinance/DisplayInvestorRelationTab?&bucketId=3368&tabId=3289

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	Yes	https://www.akgroup.co.in/DisclosureFinance/DisplayInvestorRelationTab?&bucketId=3398&tabId=3289
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:	Yes	
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes, under Regulation 62	https://www.akgroup.co.in/disclosure-finance
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	The Company has formulated Policy on Material Subsidiary. However, there is no material subsidiary as on March 31, 2024

For A. K. Capital Finance Limited

SHIKHA SHARMA

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A. K. CAPITAL FINANCE LIMITED

Shikha Sharma
Company Secretary and Compliance Officer
Membership No.: A52558
Date: April 19, 2024
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, 2024

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	5,00,00,000/-	55,00,00,000/-
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 SHIVPRAKASH BHOOTRA

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Date: 2024.04.19 19:28:37 +05'30'

A.K. CAPITAL FINANCE LIMITED

Signature
Mahesh Bhootra
Chief Financial Officer
Date: April 19, 2024
Place: Mumbai

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

SHIKHA SHARMA

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A. K. CAPITAL FINANCE LIMITED

Shikha Sharma
Company Secretary and Compliance Officer
Membership No.: A52558
Date: April 19, 2024
Place: Mumbai