

## Quarterly Compliance Report on Corporate Governance

Name of the Company: Apex Capital Markets Ltd.

Quarter Ended on: 31<sup>st</sup> MARCH, 2018

Particulars	Regulations of SEBI (LODR) Regulations, 2015	Compliance Status Yes/No	Remarks
<b>I Board of Directors</b>	17		
(A) Composition of Board	17(1)	YES	The Company's Board Consist of five Directors on the Board, out of which three Directors are Non - Executive Independent Directors.
(B) Non-executive Directors' Compensation & Disclosures	17(6)	YES	The required Disclosures shall be made in the Annual Report.
(C) Other Provisions as to Board and Committees	17(2)(3)	YES	
D) Code of Conduct	17(5)	YES	Details will be furnished in the Company's Website <a href="http://www.apexcapitalmarketsltd.com">www.apexcapitalmarketsltd.com</a> as well as in the Annual Report.
<b>II. Audit Committee</b>	18		
(A) Qualified & Independent Audit Committee	18(1)	YES	
(B) Meeting of Audit Committee	18(2)	YES	
(C) Powers of Audit Committee	18(2)(C)	YES	
(D) Role of Audit Committee	18(3)	YES	
(E) Review of Information by Audit Committee	18(3)	YES	
<b>III. Subsidiary Companies</b>	24(2),(3),(4), (5),(6)	N.A	
<b>IV. Disclosures</b>	30		
(A) Basis of Related Party Transactions	23(1),(5),(6), (7),(8)	YES	Details will be furnished in the Annual Report.
(B) Disclosure of Accounting Treatment	30(6)	YES	Details will be furnished in the Annual Report.
(C) Board Disclosures	17,29	YES	
(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	29(1)(d)	N.A	
E) Remuneration of Directors	17,30	YES	All required disclosure shall be made in the Annual Report in this regard.
(F) Management	26	YES	Details will be furnished in the Annual Report.
(G) Shareholders	31A	YES	
<b>V.CEO/CFO Certification</b>	33	YES	Will be Complied in the Annual Report.
<b>VI. Report on Corporate Governance</b>	27	YES	Will be Complied in the Annual Report.
<b>VII. Compliance</b>	17,48	YES	Will be Complied in the Annual Report.

Place: Kolkata

Date: 10/04/2018

*Shruti Agarwal*

**SHRISTI AGARWAL**

Company Secretary in Practice  
C.P.NO.13579



**ANNEXURE I****Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity – Apex Capital Markets Limited
2. Quarter ending – 31<sup>st</sup> March, 2018

**I. Composition of Board of Directors**

Title (Mr./ Ms)	Name of the Director	PAN & DIN	Category (Chairperson / Executive / Non- Executive / Independent / Nominee)	Date of Appointme nt in the current term /cessation	Tenure	No. of Directorship in listed entities including this listed entity  (Refer Regulation 25(1) of Listing Regulations)	No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperso n in Audit/ Stakeholder Committee held in listed entities including this listed entity  (Refer Regulation 26(1) of Listing Regulations)
Mr.	Kamal Kishore Lalwani	ABBPL9761H & <u>00064724</u>	Executive	01.04.2013	5 years	1	-	-
Mrs.	Snehlata Lalwani	AAZPL4013D & <u>00064649</u>	Non Executive	11.01.1995	-	1	2	-
Mr.	Sanjay Kumar Dhacholia	ACPPD3135J & <u>00064528</u>	Non Executive	11.01.1995	-	-	-	-
Mrs.	Manisha Dhacholia	ADIPD1798H & <u>00064580</u>	Non Executive	30.04.2003	-	-	2	-
Mr.	Sanjeev Lodha	ABBPL5404F & <u>02285775</u>	Non Executive & Independent	13.08.2014	3 years and 7 months	-	2	2

\*PAN number 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**

<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/Non-Executive/independent/Nominee) *</i>
1. Audit Committee	Snehlata Lalwani Manisha Dhacholia Sanjeev Lodha	Non – Executive Non – Executive Non – Executive & Independent
2. Nomination & Remuneration Committee	Snehlata Lalwani Manisha Dhacholia Sanjeev Lodha	Non – Executive Non – Executive Non – Executive & Independent
3. Stakeholders Relationship Committee	Snehlata Lalwani Manisha Dhacholia Sanjeev Lodha	Non – Executive Non – Executive Non – Executive & Independent

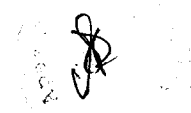
\*Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

**III. Meeting of Board of Directors**

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant Quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
13.11.2017	12.02.2018	90 days

**IV. Meeting of Committees**

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
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08.02.2018 – Audit Committee Meeting	Yes	08.11.2017 – Audit Committee Meeting	91 days
26.03.2018 – Shareholder's Grievance Committee	Yes	-	-

This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

#### V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

#### 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.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
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.
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 has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

**APEX CAPITAL MARKETS LTD.**

Name & Designation: Shraddha Dhacholia

*Shraddha Dhacholia*

Company Secretary

Company Secretary

**Note:** Information at Table I and II above need to be necessarily given in 1<sup>st</sup> 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.