



APEX CAPITAL AND FINANCE LIMITED

ANNUAL REPORT

2018-19

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CORPORATE INFORMATION

APEX CAPITAL AND FINANCE LIMITED
(Formerly Apex Home Finance Limited)
CIN: L65910DL1985PLC021241

BOARD OF DIRECTORS

Sh. Shekhar Singh, Managing Director
Sh. Ramesh Shah, Independent Director
Smt. Promila Bhardwaj, Independent Director
Sh. Sumit Choudhary, Non-Executive Director
Sh. Sandeep Kumar, Non-Executive Director

KEY MANGERIAL PERSONNEL

Sh. Shekhar Singh, Managing Director
Sh. Amit Kumar, Chief Financial Officer
Sh. Phul Jha, Company Secretary & Compliance Officer

AUDITORS

M/s Shailendra Goel & Associates, Chartered Accountants, Statutory Auditors
M/s S. Behera & Co., Company Secretaries, Secretarial Auditors
Mrs. Vandana Tarika, Chartered Accountant, Internal Auditor

REGISTERED & CORPORATE OFFICE

L-3, Green Park Extension, New Delhi-110016
Tel: 91-11-4034 8775 Fax: 91-11-4034 8775
E-mail: contact@apexfinancials.in; Website: www.apexfinancials.in

REGISTRAR & SHARE TRANSFER AGENT

M/s Skyline Financial Services Private Limited

BANKERS

Oriental Bank of Commerce
Vijaya Bank

NOTICE

Notice is hereby given that the 34th Annual General Meeting of Members of Apex Capital and Finance Limited ("the Company") will be held on Friday, the 20th day of September, 2019 at 4.00 P.M. at L-1, Green Park Extension, New Delhi-110016 to transact the following businesses:

ORDINARY BUSINESS:

ITEM NO.1: ADOPTION OF AUDITED FINANCIAL STATEMENTS:

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT the audited standalone Financial Statements of the Company comprising of Balance Sheet as at March 31, 2019, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with Notes and the Reports of the Board of Directors and the Auditors thereon, as laid before this meeting, be and are hereby considered and adopted."

ITEM NO. 2: RE-APPOINTMENT OF SH. SUMIT CHOUDHARY, DIRECTOR (DIN-02586702), WHO RETIRES BY ROTATION:

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of the Section 152 of the Companies Act, 2013, Sh. Sumit Choudhary, (DIN-02586702), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, whose office shall be liable to retire by rotation."

**By order of the Board
For Apex Capital and Finance Limited**

**(Phul Jha)
Company Secretary and Compliance Officer
ICSI M. No.: A-20850**

Date: 30.05.2019

Place: New Delhi

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND ON A POLL TO VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER.**
2. A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate, not more than ten percent of the total share capital of the Company, carrying voting rights. Provided that a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. Proxies in order to be effective must be received in the prescribed format at the registered office of the company not less than 48 hours before the commencement of the Annual General Meeting.
4. Proxies submitted on behalf of bodies corporate, trusts, etc. must be supported by appropriate resolution/authority, as applicable.
5. A Proxy form for the Annual General Meeting is enclosed along with this notice.
6. Members/proxies/authorized representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
7. The Register of Directors' shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
8. The relevant records and documents connected with the businesses set out in the notice are available for inspection at the Registered office of the Company between 12.00 Noon and 3.00 P.M. on all working days upto the day of the Annual General Meeting.
9. Route Map showing Directions to reach to the venue of the Meeting is given at the end of this Notice.
10. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the 14th day of September, 2019 to Friday, the 20th day of September, 2019 (both days inclusive) for the purpose of the Annual General Meeting.
11. The Company's Registrar and Transfer Agents for its share registry (both, physical as well as electronic) is M/s Skyline Financial Services Private Limited having its office at D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110 020.
12. Members who are holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their Depository Participants (DPs) with whom they are maintaining their demat accounts. Members holding shares in physical mode are requested to advice any change in their address or bank mandates to the Company/Skyline Financial Services Private Limited.
13. Members may also note that the Notice of the 34th Annual General Meeting and the Annual Report 2019 will also be available on the Company's website www.apexfinancials.in. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at New Delhi for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other

queries, may write to us at contact@apexfinancials.in.

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or our Registrar & Transfer Agents.
15. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company. Members are requested to keep the same updated.
16. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
17. Members, who still hold share certificates in physical form are advised to dematerialise their shareholding to avail the numerous benefits of dematerialization, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
18. Member(s) who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices etc. from the Company electronically.
19. Notice of the Meeting and the Annual Report for FY 2018-19 of the Company is being sent by electronic mode to those member(s) whose e-mail IDs are registered with the Company/Depository Participant(s) unless any member has requested for physical copy of the same. For member(s) who have not registered their e-mail IDs, physical copy of the Notice of the Meeting and the Annual Report for FY 2018-19 are being sent in the permitted mode.
20. Voting through electronic means
 - i) In compliance with provisions of Section 108 of the Act read with Rules prescribed thereunder, as amended and Reg. 44 of the Listing Regulations, the Company is pleased to provide e-voting facility to its members to exercise their right to vote on resolutions proposed to be considered at the meeting by electronic means and the items of business given in the Notice of meeting may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the meeting ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - ii) The facility for voting through poll shall be made available at the meeting and the member(s) attending the meeting who have not cast their vote by remote e-voting shall be entitled to cast their vote at the meeting through poll. No voting by show of hands will be allowed at the Meeting. Please note that the member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
 - iii) Members who have casted their vote by both the modes, than vote casted through poll will be treated invalid.
 - iv) The remote e-voting period commences at 09.00 a.m. on Tuesday, 17th September, 2019 and ends at 5:00 p.m. on Thursday, 19th September, 2019. During this period, member(s) of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e Friday, 13th September, 2019, may cast their vote by remote e-voting. The remote e-voting modules shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - v) The process and manner for remote e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?
 - a. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
 - b. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
 - c. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

d. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

e. Your password details are given below.

- i. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- ii. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- iii. How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- f. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

- **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

g. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

h. Now, you will have to click on "Login" button.

i. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of Apex Capital and Finance Limited to cast your vote.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholder

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to acecorporate.india@gmail.com with a copy marked

to evoting@nsdl.co.in

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
- In case a Member receives physical copy of the Notice of Annual General Meeting [for members whose email IDs are not registered with the Company/Depository Participants(s) or who have requested physical copy]
 - i. Initial password is provided on the Admission Slip-cum-Proxy Form of the Annual General Meeting: EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN
 - ii. Please follow all steps as detailed above, to cast vote.
- vi. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and Remote e-voting User Manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free No.: 1800-222-990.
- vii. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- viii. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cutoff date of Friday, 13th September, 2019
- ix. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Friday, 13th September, 2019 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Company Secretary and Compliance Officer, Apex Capital and Finance Limited, L-3, Green Park Extension, New Delhi-110016.
- x. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- xi. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- xii. M/s S. Behera & Co., Company Secretaries, (Membership No. 8428) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- xiii. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “remote e-voting” or “Ballot Paper” for all those members who are present at the Annual General Meeting but who have not casted their votes by availing the remote e-voting facility.
- xiv. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him / her in writing, who shall countersign the same and declare the result of the voting forthwith.
- xv. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.apexfinancials.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him/her in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

**By order of the Board
For Apex Capital and Finance Limited**

**(Phul Jha)
Company Secretary and Compliance Officer
ICSI M. No.: A-20850**

**Date: 30.05.2019
Place: New Delhi
Regd. Off: L-3, Green Park Extension,
New Delhi-110016**

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING (IN PURSUANCE) OF REGULARISATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Name of the Director	Sh. Sumit Choudhary
Date of Birth	11 th March, 1979
Age	40 Years
Date of First Appointment	25 th August, 2009
Expertise in specific Functional Areas	He has 17 years of experience in the field of Financial Services and Real Estate industry.
Number of shares held in the Company	Nil
Qualification	Graduate, MBA
Name of other Listed Companies in which Directorship held	Nil
Membership of the other Committees of the Board of Companies in which he/she is a Director	Member in Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Securities Committee and Finance and Executive Committee of Apex Capital and Finance Limited.
No. of Meetings of the Board attended during the Financial Year 2018-19	4
Relationship with other Directors, Manager and Other Key Managerial Personnel of the Company	Not having any relationship with any Director, Manager and other Key Managerial Personnel of the Company in pursuance of the Provisions of Companies Act, 2013.

DIRECTORS' REPORT

To
The Members,

Your Directors have the pleasure to present the 34th Annual Report of Apex Capital and Finance Limited ("Company") for the year ended March 31, 2019 along with the audited standalone financial statements for the year ended March 31, 2019.

BACKGROUND:

Your Company was incorporated under the Companies Act, 1956 on June 18, 1985. The Company is a Non-Deposit Accepting Non-Banking Finance Company ("NBFC"), holding "Certificate of Registration No. B.14.00473 from the Reserve Bank of India ("RBI") dated May 6, 2002. The Equity Shares of the Company are currently listed on BSE Limited (BSE) with effect from 23rd March, 2018.

FINANCIAL SUMMARY:

The Company's financial results on standalone basis are as under:

Particulars	(Amount in Rs.)	
	FY 2018-19	FY 2017-18
Total Revenue	2,49,04,066	1,71,27,719
Expenses:		
Employee Benefit Expenses	87,25,594	42,99,481
Depreciation	43,520	9,376
Finance Cost	52,30,590	-
Administration & Other Expenses	52,17,471	69,20,151
Profit Before Tax	56,86,891	58,98,711
Tax Expenses:		
Less: Current Tax	14,56,749	15,21,333
Add/Less: Deferred Tax (Assets)/Liability	21,819	(2,414)
Profit after Tax	42,08,323	43,79,792

BUSINESS PERFORMANCE:

The Company is a Non-Banking Financial Company registered with Reserve Bank of India. There has been no change in the nature of business of the Company, during the period under review.

During the year under review the performance of the Company is upto the level of expectation. Due to the finance cost there was a slight dip in the profit margin during the year under report. The revenue of the Company for the year ended March 31, 2019 stood at Rs. 2.49 Crore as against Rs. 1.71 Crore for the previous year. The Net Profit for the financial year ended March 31, 2019, stood at Rs. 0.42 Crore as against the previous year's Net Profit of Rs. 0.44 Crore. The Reserves and Surplus as at March 31, 2019 stood at Rs. 18.33 Crore as against Rs. 17.91 Crore in the previous year. The above figures are extracted from the financial statements as per Indian Generally Accepted Accounting Principles (GAAP).

STATE OF THE COMPANY'S AFFAIRS:

Your Company continues to take effective steps in broad-based range of activities as the Company is a NBFC and the main business of the Company is to make loans and advances. The performance of the Company during the period under review has been satisfactory.

TRANSFER TO RESERVES:

As per the provisions of Section 45-IC of the Reserve Bank of India Act, 1934, the Company is required to transfer an amount not less than twenty percent of its net profit every year to statutory reserve. Therefore, the Company has transferred an amount of Rs. 8,41,665/-, being twenty percent of the net profits of the Company for the financial year ended on March 31, 2019, to Statutory Reserve.

DIVIDEND:

In view of need to conserve the resources of the Company for the future growth, the Directors of the Company have not recommended any dividend for the Financial Year 2018-19.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

In the opinion of the Board, there has been no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of this Report.

SUBSIDIARIES:

As at March 31, 2019 your Company do not have any subsidiary and associate company. During the year under review, neither any company becomes subsidiary/associate nor ceased to be a subsidiary/associate of your Company.

RISK MANAGEMENT:

Risk Management activity identifies, communicate and manage risks across the organization. It also ensures that responsibilities have been appropriately delegated for risk management. Key Risk and mitigation measures are provided in Management Discussion and Analysis annexed to the Annual Report.

INTERNAL FINANCIAL CONTROL SYSTEM:

The Company has in place adequate internal financial controls across the organization. The same is subject to review periodically by the internal audit cell for its effectiveness. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

VIGIL MECHANISM:

The Company believes in conduct of its affairs in a fair and transparent manner by adopting highest standards of

professionalism, honesty, integrity and ethical behaviour. The Company is committed to develop a culture in which every employee feels free to raise concerns about any poor or unacceptable practice and misconduct. In order to maintain the standards, the Company has adopted a Whistle Blower Policy to provide a framework to promote responsible and secure whistle blowing. The Board of Directors of your Company has adopted the Vigil Mechanism and/or Whistle Blower Policy in compliance to Companies Act, 2013 and other applicable regulations. The Vigil Mechanism and/or Whistle Blower Policy can be accessed at www.apexfinancials.in

HUMAN RESOURCE:

The Company seeks to nurture a mutually beneficial relationship with its employees. The relationship is characterized by the investment which the Company makes in its employees by providing challenging roles and assignments opportunities for personal growth, relevant and timely performance, support, training and an enabling environment. The Company seeks to create a workplace which combines achievement orientation with care for employees. The Company lists 'people' as one of its stated core values.

Your Company takes the pride in the Commitment, Competence and Dedication shown by its employees in all areas of business. Various HR initiatives are taken to align the HR policies to the growing requirements of the business.

COMPLIANCE:

The Company has complied and continues to comply with all the applicable regulations, circulars and guidelines issued by the Ministry of Corporate Affairs (MCA), Securities and Exchange Board of India, Stock Exchanges, NSDL/CDSL and Reserve Bank of India (RBI), etc.

PUBLIC DEPOSITS:

During the year under review, the Company has not accepted any deposits from the public under Section 73 of the companies Act, 2013 and rules made thereunder. There is no unclaimed or unpaid deposit lying with the Company.

RBI GUIDELINES:

As a Non-Deposit accepting Non-Banking Finance Company, your Company always aims to operate in compliance with applicable RBI laws and regulations and employs its best efforts towards achieving the same.

CHANGE OF NAME OF COMPANY:

During the year under report, with the approval of Members of the Company, Reserve Bank of India, Registrar of Companies, NCT of Delhi and Haryana and BSE Limited, the Company has changed its name from "Apex Home Finance Limited" to "Apex Capital and Finance Limited" w.e.f November 28, 2018.

SHIFTING OF REGISTERED OFFICE:

During the year under report, the Company has shifted its Registered Office from L-5-6, Green Park Extension, New Delhi-110016 to L-3, Green Park Extension, New Delhi-110016 w.e.f March 28, 2019 to carry out the business of the Company efficiently.

CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL:

During the period under report, there was no change in composition of Board of Directors of the Company. In terms of provisions of Section 152(6) of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Sumit Choudhary, Director of the Company would retire by rotation and being eligible for reappointment, have offered himself for reappointment at the Annual General Meeting. His details as required by Secretarial Standards-2 are provided in the Explanatory Statement to the Notice of Annual General Meeting of the Company. None of the Directors of the Company are disqualified from being appointed as Directors as specified under Section 164 of the Companies Act, 2013.

Further, during the year under report, Sh. Dinesh Kumar resigned from the position of Company Secretary w.e.f 30.06.2018 and Sh. Phul Jha was appointed as Company Secretary of the Company w.e.f 16.08.2018. Sh. Phul Jha was also designated as the Compliance Officer of the Company.

DECLARATION BY INDEPENDENT DIRECTOR:

The Company has received necessary declarations from the Independent Directors stating that they meet the criteria of Independence as specified in Section 149(6) of the Companies Act, 2013 and Listing Regulations.

BOARD OF DIRECTORS AND ITS COMMITTEES:

Composition of the Board of Directors

As on date of this report, the Board of Directors of the Company comprises of Five Directors out of which two are Non-Executive Independent Directors. The composition of Board of Directors is in compliance with provisions of Section 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

COMMITTEES OF THE BOARD:

Audit Committee

The Audit Committee is consisting of following Directors of the Company:

Sh. Ramesh Shah	-	Chairman
Smt. Promila Bhardwaj	-	Member
Sh. Shekhar Singh	-	Member

During the year under review, the Board accepted all the recommendations made by the Audit Committee of the Board.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the Company comprises of following Directors of the Company:

Sh. Ramesh Shah	-	Chairman
Smt. Promila Bhardwaj	-	Member
Sh. Sumit Choudhary	-	Member

Stakeholders Relationship Committee

The **Stakeholders Relationship Committee** was formed to resolve the issues relating to shareholders interest and to look after/approve the transfer of shares. The constitution of the said Committee are as under:

Sh. Sumit Choudhary	-	Chairman
Sh. Shekhar Singh	-	Member
Sh. Sandeep Kumar	-	Member

The Stakeholder Relationship Committee looks into the redressal of the shareholders complaints in respect of any matter including transfer of shares, non-receipt of annual report, non-receipt of declared dividend etc.

Securities Committee

The Board of Directors of the Company at their meeting held on November 14, 2018 constituted a **Securities Committee** to ease out the process of issue and allotment of securities in future. The constitution of the said Committee are as under:

Sh. Ramesh Shah	-	Chairman
Sh. Shekhar Singh	-	Member
Sh. Sumit Choudhary	-	Member

Finance and Executive Committee

The Board of Directors of the Company had constituted a **Finance & Executive Committee** to look after the day to day activities of the Company. The constitution of the said Committee are as under:

Sh. Shekhar Singh	-	Chairman
Sh. Sumit Choudhary	-	Member
Sh. Sandeep Kumar	-	Member

COMPANY'S POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION:

The Company's policy on director's appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Sub Section (3) of Section 178 of the Companies Act, 2013, as is adopted by the Board.

The Company has adopted a comprehensive policy on Nomination and Remuneration of Directors on the Board. As per such policy, candidates proposed to be appointed as Directors on the board shall be first reviewed by the Nomination and Remuneration Committee in its duly convened meeting. The Nomination and Remuneration Committee shall formulate the criteria for determining the qualifications, positive attributes and independence of a

Director and recommend to the Board a policy, relating to the Remuneration for the Directors, Key managerial Personnel and other employees. The Nomination and Remuneration Committee shall ensure that:

- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors to run the Company successfully;
- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- Remuneration to Directors and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals. During the year under review, none of the Directors of the Company have received any remuneration.

EVALUATION OF DIRECTORS, BOARD AND COMMITTEES:

As required under the provisions of Section 134(3)(p), the Board has carried out an annual performance evaluation of its own performance and the manner in which such performance evaluation was carried out is as under:

The performance evaluation framework is in place and has been circulated to all the Directors to seek their response on the evaluation of the entire Board of Directors.

The criteria of evaluation is exercise of responsibilities in a bona fide manner in the interest of the Company, striving to attend meetings of the Board of Directors/ Committees of which he/she is a member/general meetings, constructively and actively in the meetings of the board/Committees of the Board etc.

MEETINGS OF THE BOARD OF DIRECTORS:

The Board of Directors of the Company met four times during the financial year 2018-19. The agenda and notice for the Meetings are prepared and circulated in advance to the Directors. The necessary quorum was present in all the meetings. The intervening gap between two meetings was not more than one hundred and twenty days as prescribed by the Companies Act, 2013.

Details of the Board and Committee Meetings

Details of the meetings and various committees along with dates are as below:

S. No.	Board/Committee	No. of Meetings	Date of Meetings
1	Board Meeting	4	25.05.2018
			14.08.2018
			14.11.2018
			14.02.2019
2	Audit Committee	4	25.05.2018
			14.08.2018
			14.11.2018
			14.02.2019
3	Nomination and Remuneration Committee	2	14.08.2018
			30.03.2019

Attendance of Directors/Members at Board and Committee Meetings

As per Standard 9 of the secretarial standards on Meetings of the Board of Directors ("SS-1") issued by the Institute of Company Secretaries of India ('ICSI'), the attendance of Directors at Board and Committee meetings held during the Financial Year 2018-19 are provided as under:

Name of Director	Board Meeting	Audit Committee Meeting	Nomination and Remuneration Committee
Sh. Sumit Choudhary	4	N.A.	1
Sh. Shekhar Singh	4	4	N.A.
Sh. Sandeep Kumar	4	N.A.	N.A.
Sh. Ramesh Shah	4	4	2
Smt. Promila Bhardwaj	4	4	2

CODE OF CONDUCT:

Directors, Key Managerial Personnel and senior management of the Company have confirmed compliance with the Code of Conduct applicable to the Directors and employees of the Company and the declaration in this regard made by the Chairman of the Board is attached as **Annexure "A"** which forms part of this Report of the Directors. The Code of conduct is available on the Company's website www.apexfinancials.in

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Pursuant to Regulation 34 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, a detailed Management Discussion and Analysis Report has been appended separately, which forms part of this report as **Annexure-"B"**.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES:

The information required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year: Not Applicable since no remuneration has been paid to any of the Directors during FY 2018-19
- The percentage increase in remuneration of each Director, Chief Executive Officer Chief Financial Officer, Company Secretary or Manager, if any, in the Financial Year: There is no increase in the salary of any Key Managerial Personnel during the year under report, therefore the clause is not applicable;
- The percentage increase in the median remuneration of employees in the financial year: NIL
- The number of Permanent employees on the rolls of the Company as at March 31, 2019: 7 (Seven)

e. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: There has been no increase in the salaries of the Key Managerial Personnel, hence no comparison can be made.

f. The key parameters for any variable component of remuneration availed by the Directors: NIL

g. Affirmation that the remuneration is as per the remuneration policy of the Company: It is hereby affirmed that the remuneration paid during the year is as per the Remuneration policy of the Company.

DISCLOSURE UNDER RULE 5(2) & (3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

There are no directors/employees in the Company, who are in receipt of the remuneration in FY 2018-19 in excess of the limit mentioned in Rule 5(2)(i) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The other details as required under Rule 5(2) & Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has been provided at www.apexfinancials.in

PARTICULARS OF LOANS, GUARANTEES & INVESTMENTS:

Particulars of loans, guarantees and investments under Section 186 of the Act during the year under report are provided in the notes to the financial statements.

PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES:

The main business of the Company is financing and granting loan to others. All related party transactions entered into with related parties during the year under report are being approved by the Audit Committee and/or the Board of Directors of the Company. The Audit Committee decided that such transactions are in the ordinary course of business and are on arm's length basis. None of the transactions with related parties fall under the scope of Section 188(1) of the Companies Act, 2013. Even though the provisions of the Companies Act, 2013 read with rules made thereunder regarding related party transaction are not attracted to such transactions as these are in ordinary course of business and on an arm's length basis, some transactions were material related party transactions by virtue of the Listing Regulations and hence, the Board and Audit Committee has approved/ratified them. All related party transactions so entered are disclosed in Note No. 26 of Financial Statements of the Company as attached herewith. Information on all transactions with related party pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 are also annexed in Form AOC-2 as **Annexure-"C"** and the same forms part of this report. The policy relating to related party transactions duly approved by the Board of

Directors of the Company has been placed on the Company's website at www.apexfinancials.in

EXTRACTS OF ANNUAL RETURN:

The extract of Annual Return in Form MGT-9 as required under Section 92(3) of the Act and as prescribed in Rule 12 of the Companies (Management and Administration) Rules, 2014, is enclosed as **Annexure "D"** to this Report. The Annual Return in Form MGT-7 as required under Section 92(3) of the Act has been hosted on the website of the Company at www.apexfinancials.in

CORPORATE GOVERNANCE:

Since, the paid-up capital of the Company is less than Rs. 10 crores and Net Worth is less than Rs. 25 Crores, the provisions of Corporate Governance as stipulated under Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to the Company. A certificate to this effect is enclosed as **Annexure-"E"** which forms part of this report. However, your Company has made every effort to comply with the provisions of the Corporate Governance and to ensure that the interest of the Shareholders and the Company are properly served. It has always been the Company's endeavor to excel through better Corporate Governance and fair & transparent practices, many of which have already been in place even before they were mandated by the law of land. The management of the Company believes it will further enhance the level of Corporate Governance in the Company.

CERTIFICATE UNDER REGULATION 34(3) OF SEBI LISTING REGULATIONS:

The Company has obtained a Certificate pursuant to the Regulation 34(3) read with Schedule V of the Listing Regulations, from M/s S. Behera & Co., Company Secretaries, confirming that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Directors of the Companies, either by Securities and Exchange Board of India or the Ministry of Corporate affairs or any other Statutory Authorities. The said certificate forms part of this report as **Annexure-"F"**.

AUDIT & AUDITORS' REPORT:

Statutory Auditors and their Report

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s Shailendra Goel & Associates, Chartered Accountants, New Delhi (FRN: 013670N), the Statutory Auditors of the Company, can hold office upto the conclusion of the 37th Annual General Meeting of the Company.

The Notes to Accounts forming part of the financial statements are self-explanatory and need no further explanation.

There are no qualifications or adverse remarks in the Auditors Report which require any clarification or explanation.

Secretarial Auditors and their Report

As required under the provisions of Section 204 of the Companies Act, 2013, the Secretarial Audit has been carried out by M/s. S. Behera & Co., Company secretaries, New Delhi (CP No. 5980) for the FY 2018-19 and their Report forms part of this Annual Report as **Annexure "G"**.

The said report does not contain any adverse observation or disqualification requiring explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

Pursuant to the provisions of Section 204 read with Companies (Accounts) Rules, 2014 and other applicable provisions, if any of the companies Act, 2013, the Board in their meeting held on 30.05.2019, has appointed M/s S. Behera & Co., Company Secretaries, New Delhi (CP No. 5980) as the Secretarial Auditors of the Company for the Financial Year 2019-20.

Internal Auditors

Pursuant to the provisions of Section 138 read with Companies (Accounts) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 the Board of Directors of the Company in their meeting held on 30.05.2019, has appointed Mrs. Vandana Tarika, Chartered Accountant, New Delhi as the Internal Auditor of the Company for Financial Year 2019-20.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The Company is primarily engaged in NBFC activities. Being a NBFC and not involved in any industrial or manufacturing activities, the Company has no particulars to report regarding conservation of energy and technology absorption as required under Section 134 of the Companies Act, 2013 and Rules made there under. During the year under review, the Company does not have any Foreign Exchange Earnings and outgo.

DIRECTOR'S RESPONSIBILITY STATEMENT AS REQUIRED UNDER SECTION 134(5) OF THE COMPANIES ACT, 2013:

Pursuant to the provisions of Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013 the Directors of your Company confirm that:

- In the preparation of the annual accounts for the financial year ended March 31, 2019, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company at the end of the Financial Year and of the Profit of the Company for that period;

- c. They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d. The Board of Directors prepared the annual accounts for financial year ended March 31, 2019 on a 'Going Concern' basis.
- e. The Board of Directors have laid down internal financial controls to be followed by your Company and that such internal financial controls are adequate and have been operating efficiently.
- f. The Board of Directors have devised proper systems to ensure compliance with provisions of all applicable laws and that such systems were adequate and operating effectively.
- g. The Board of Directors have adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

FAMILIARIZATION PROGRAMME:

The Company has familiarized the Independent Directors with the Company, their roles, responsibilities in the Company, nature of industry in which the Company operates, business model of the Company, etc.

CORPORATE SOCIAL RESPONSIBILITY (CSR):

Pursuant to the provisions of Section 135 of the Companies Act, 2013 read with the rules made there under, the criteria for complying with the CSR activity does not apply to the Company throughout the year.

FIT AND PROPER CRITERIA:

All the Directors meet the fit and proper criteria stipulated by RBI.

MAINTENANCE OF COST RECORDS:

The provisions of Section 148(1) of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014, are not applicable to your Company for the F.Y. 2018-19.

DISCLOSURE AS REQUIRED UNDER SECTION 22 OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has complied with the provisions relating to the constitution of the Internal Complaint Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Further, during the year under report, the Company has not received any complaint of Sexual Harassment pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:

During the year under report, there are no significant material orders passed by the regulators/courts/tribunals, which would impact the going concern status of your Company and its future.

DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SECTION 143(12):

During the period under report, there were no frauds reported by the Statutory Auditors to the Audit Committee or the Board under Section 143(12) of the Companies Act, 2013.

ACKNOWLEDGEMENT:

The Directors express their sincere gratitude to the Reserve Bank of India, Securities and Exchange Board of India, BSE Limited, Ministry of Finance, Ministry of Corporate Affairs, Registrar of Companies, other government and regulatory authorities, lenders, financial institutions and the Company's bankers for the ongoing support extended by them. The Directors also place on record their sincere appreciation for the continued support extended by the Company's stakeholders and trust reposed by them in the Company. The Directors sincerely appreciate the commitment displayed by the employees of the Company across all levels, resulting in successful performance during the year

**For and on behalf of the Board of Directors of
Apex Capital and Finance Limited**

**(Ramesh Shah)
Chairman
DIN: 00029864**

**Place: New Delhi
Date: 30.05.2019**

**R/o-A-19, Geetanjali Enclave,
New Delhi-110017**

ANNUAL COMPLIANCE WITH THE CODE OF CONDUCT
FOR THE FINANCIAL YEAR 2018-19

Pursuant to Schedule V (Part D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I do hereby confirm that the Company has received affirmations on compliance with the Code of Conduct for the financial year ended on March 31, 2019 from all the Board Members and Senior Management Personnel of the Company,

**For and on behalf of the Board of Directors of
Apex Capital and Finance Limited**

(Ramesh Shah)

Chairman

DIN: 00029864

R/o-A-19, Geetanjali Enclave, New Delhi-110017

Date: 30.05.2019

Place: New Delhi

MANAGEMENT DISCUSSION AND ANALYSIS REPORT**I. INDUSTRY STRUCTURE AND DEVELOPMENT:**

The year witnessed a highly dynamic situation of our Country. India must be consistent in regaining its position as a leading emerging market investment destination. This can only be possible if consistency and clarity continues in our policies.

Apex Capital and Finance Limited is an NBFC and is engaged mainly in the business of providing loans and advances to various Corporates. The main objective of the Company is to finance various individuals, Corporates, firms and Industrial enterprises by way of making loans and advances in India and to carry out all such activities as may be ancillary to the achievement of main objectives of the Company. The industry structure relevant to the Company's operations is mainly concerned with the capital market.

Indian economy is going through a period of rapid 'financial liberalization'. The NBFC sector is undergoing a significant transformation at present and has come to be recognized as an important element of the financial system. Today, the 'intermediation' is being conducted by a wide range of financial institutions through a plethora of customer friendly financial products. RBI has been setting right its regulatory and supervising policies from time to time to keep pace with the changes in the economic environment. The segment consisting of NBFCs, such as equipment leasing/hire purchase finance, providing loans and investment to other companies, etc. have made great strides in recent years and are meeting the diverse financial needs of the economy. They are being recognized as complementary to the banking sector due to their customer-oriented services, simplified procedures, attractive rates of return on deposits, flexibility and timeliness in meeting the credit needs of specified sector.

Your Company's performance for the year 2018- 19 has to be viewed in the context of aforesaid economic and market environment.

II. OPPORTUNITIES AND THREATS:

The sector provides loans to various business activities ranging from the business of hire purchase to acquire, to provide on all type loans for purchase of industrial and official plant, equipment, machinery, vehicles, agriculture, handicrafts, trading, services, shops, livestock and production. As banks are unable to appraise the credit requirements of the micro and small businesses they are unable to extend credit facilities with collateral security. The banking system will not be able to meet this demand and a wide gap exists giving the Company an opportunity to grow in its financing of Small Business/ Industrial Loans. Major threat faced by Apex Capital and Finance Limited would be circumstances of not being able to raise funds for its future business operations.

III. SEGMENT-WISE PERFORMANCE:

The Company is engaged in a single segment i.e. finance/lending. Details of performance have been provided in this report.

IV. OUTLOOK:

Apex Capital and Finance Limited expects to improve its performance in financial year 2019-20 and hopes to grow at rate faster than the growth of bank credit. The approach would be to continue with the growth momentum while balancing risk. The Company will continue to invest in strengthening risk management practices; and in maintaining its investment in human resources to consolidate its position as a potentially big NBFC in India.

V. RISK MANAGEMENT:

Risk Management is an integral part of our Company's business strategy. A dedicated team is a part of the management processes governed by the senior management team. This team reviews compliance with risk policies, monitors risk tolerance limits, reviews and analyzes risk exposure related to specific issues and provides oversight of risk across the organization. The team nurtures a healthy and independent risk management function to avoid any kind of misappropriations in the Company. As part of the Risk Management framework, the management of Credit Risk, Market Risk, Operational Risk and Fraud Risk are placed under the Head – Risk. The Credit Risk management structure includes separate credit policies and procedures for various businesses. The risk policies define prudential limits, portfolio criteria, exceptional approval metrics, etc. and cover risk assessment for new product offerings. Concentration Risk is managed by analyzing counter-party, industry sector, geographical region, single borrower and borrower group. Retail Finance credit approval is based on product / programs and monitoring is primarily done at the portfolio level across products and

programs. Casual analysis is carried out and corrective actions are implemented on key risk indicators. A Senior Management oversight committee meets periodically to review the operational risk profile of the organization. Fraud risks are mitigated through a fraud risk management team.

VI. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company's internal control system is designed to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance with laws and regulations. The internal control system is supported by an internal audit process for reviewing the adequacy and efficiency of the Company's internal controls, including its systems and processes and compliance with regulations and procedures. Internal Audit Reports are discussed with the Management and are reviewed by the Audit Committee of the Board which also reviews the adequacy and effectiveness of the internal controls in the Company. The Company's internal control system is commensurate with the size, nature and operations of the Company.

VII. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

The financial performance of the Company during the year under reference was reasonably good. For detailed information, please refer to Directors' Report, which forms part of this Annual Report.

VIII. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/ INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED:

We recognize people as our most valuable asset and we have built an open, transparent and meritocratic culture to nurture this asset. Talent Management is a key people planning tool that provides an integrated means of identifying, selecting, developing and retaining top talent within our Organization. Attrition has been managed well and has been below industry benchmarks. Apex Capital and Finance Limited has kept a sharp focus on Employee Engagement. We follow 360 degree feedback to ensure the satisfaction of our people. We have a strong system of grievance handling too. No concern of our people goes without addressing. We strive for excellence by thriving on Apex Capital and Finance Limited's positivity.

For and on behalf of the Board of Directors
Apex Capital and Finance Limited

Place: New Delhi
Date: 30.05.2019

(Ramesh Shah)
Chairman
DIN: 00029864
R/o-A-19, Geetanjali Enclave, New Delhi-110017

FORM AOC-2

**(Pursuant to Clause (h) of sub-section (3) of Section 134 of the Act and
Rule 8(2) of the Companies (Accounts) Rules, 2014)**

Form for Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso is given below:

1. **Details of contracts or arrangements or transactions not at Arm's length basis:**

S. No.	Particulars	Details
1	Name(s) of the related party and nature of relationship	NIL
2	Nature of contracts/arrangements/transactions	NIL
3	Duration of Contracts/arrangements/transactions	NIL
4	Salient terms of the contracts or arrangements or transactions including the value, if any	NIL
5	Justification for entering into such contacts or arrangements or transactions	NIL
6	Date of Approval by the Board	NIL
7	Amount paid as advances, if any	NIL
8	Date on which the special resolution was passed in General Meeting as required under first proviso to Section 188	NIL

2. **Details of contracts or arrangements or transactions at Arm's length basis:**

Nature of the Transaction	Enterprise where key management personnel exercise significant influence		Associates Companies		Key Management Personnel And their relatives	
	Ambience Education Society		Lagoon Club Private Limited		Sheela Gehlot	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Transactions during the year						
Long Term Loans & Advances	5,29,00,000	85,00,000	NIL	NIL	NIL	NIL
Interest Income	1,57,37,858	1,69,23,125	NIL	NIL	NIL	NIL
Unsecured Loan	NIL	NIL	15,61,25,000	NIL	NIL	NIL
Finance Cost			46,83,751	NIL		
Rent paid	NIL	NIL	NIL	NIL	6000	6000
Closing Balance						
Long Term Loans & Advances	28,35,00,000	23,06,00,000	NIL	NIL	NIL	NIL
Unsecured Loan	NIL	NIL	15,61,25,000	NIL	NIL	NIL

FORM NO. MGT – 9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31.03.2019

[Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014]

I. **REGISTRATION AND OTHER DETAILS:**

1	CIN	L65910DL1985PLC021241
2	Registration Date	18.06.1985
3	Name of the Company	Apex Capital and Finance Limited
4	Category/Sub-Category of the Company	Indian Non-Government Company limited by shares
5	Address of the Registered office and contact details	L-3, Green Park Extension, New Delhi-110016 Tel: +91 11 4034 8775 Fax: +91 11 4034 8775 E-mail: contact@apexfinancials.in
6	Whether listed Company	Yes#
7	Name, Address and Contact details of Registrar and Transfer Agent, if any	Skyline Financial Services Private Limited D-153/A, 1 st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 Tel: +91 11 4104 4923, Fax: +91 11 2681 2682

The Equity Shares of the Company was listed with BSE Limited w.e.f 23.03.2018

II. **PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the Company shall be stated: -

Sr. No.	Name and Description of main Products/ Services	NIC Code of the Product/ Services	% to total turnover of the Company
1	Financial Service Activities	642	100

III. **PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
N.A.					

IV. **SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**i. **Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) <i>Indian</i>									
a) Individual/ HUF	14,80,368	-	14,80,368	25.00	14,80,368	-	14,80,368	25.00	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp	28,42,080	-	28,42,080	48.01	28,42,080	-	28,42,080	48.01	-
e) Banks / FI	-	-	-	-	-	-	-	-	-

f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total(A)(1):-	43,22,448	-	43,22,448	73.01	43,22,448	-	43,22,448	73.01	-
2) Foreign	-	-	-	-	-	-	-	-	-
g) NRIs-Individuals	-	-	-	-	-	-	-	-	-
h) Other-Individuals	-	-	-	-	-	-	-	-	-
i) Bodies Corp.	-	-	-	-	-	-	-	-	-
j) Banks / FI	-	-	-	-	-	-	-	-	-
k) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total(A)(2):-	-	-	-	-	-	-	-	-	-
Total Promoters Shareholding (A)=(A)(1) + (A)(2)	43,22,448	-	43,22,448	73.01	43,22,448	-	43,22,448	73.01	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FII's	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total(B)(1)	-	-	-	-	-	-	-	-	-
2. Non Institutions									
a) Individuals	-	1,245	1,245	0.02	91	1,245	1,336	0.02	-
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh*									
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh*	8,62,014	7,34,271	15,96,285	26.97	8,61,895	6,07,281	14,69,176	24.82	(2.15)
b) Others(Specify) Body Corporates	-	-	-	-	28	1,26,990	1,27,018	2.15	2.15
Sub-total(B)(2)	8,62,014	7,35,516	15,97,530	26.99	8,62,014	7,35,516	15,97,530	26.99	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	8,62,014	7,35,516	15,97,530	26.99	8,62,014	7,35,516	15,97,530	26.99	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	51,84,462	7,35,516	59,19,978	100.00	51,84,462	7,35,516	59,19,978	100.00	-

* holding includes the holdings of residuary HUFs

i. Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	

1	Foster Infrastructure Pvt. Ltd.	6,05,520	10.23	-	6,05,520	10.23	-	-
2	Hillgrow Infoservices Pvt. Ltd.	8,15,520	13.78	-	8,15,520	13.78	-	-
3	Insence Developers Pvt. Ltd.	2,10,000	3.54	-	2,10,000	3.54	-	-
4	Palmtree Infracon Pvt. Ltd.	6,05,520	10.23	-	6,05,520	10.23	-	-
5	Surender Singh (HUF)	5,49,780	9.28	-	5,49,780	9.28	-	-
6	Smt. Suchitra	9,30,588	15.72	-	9,30,588	15.72	-	-
7	Veteran Infradevelopers Pvt. Ltd.	6,05,520	10.23	-	6,05,520	10.23	-	-
Total		43,22,448	73.01	-	43,22,448	73.01	-	-

ii. Change in Promoters' Shareholding (please specify, if there is no change): NIL

Sr. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
NIL					

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No	Name of Shareholder	Shareholding at the beginning of the year		Increase/Decrease in Shareholding		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	Increase	Decrease	No. of shares	% of total shares of the company
1	Yogender Kumar	200,565	3.39	-	-	200,565	3.39
2	Pawan Singh (HUF)	157,610	2.66	-	-	157,610	2.66
3	Praveen Kumar (HUF)	138,564	2.34	-	-	138,564	2.34
4	Yogender Singh (HUF)	136,260	2.30	-	-	136,260	2.30
5	Shamsher Singh (HUF)	87,880	1.48	-	-	87,880	1.48
6	Basanti Devi	73,560	1.24	-	-	73,560	1.24
7	Ankit Sangwan	56,040	0.95	-	(119)	55,921	0.94
8	Usha Solanki	55,860	0.95	-	-	55,860	0.95
9	Savita	49,950	0.84	-	-	49,950	0.84
10	Greentech Colonizers Pvt. Ltd.	-	-	1,26,990	-	1,26,990	2.15

v. Shareholding of Directors and Key Managerial Personnel: NIL

Sr. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	-	-	-	-

IV. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	-	-	-	-
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				

- Addition	-	63,56,25,000	-	63,56,25,000
- (Reduction)	-	-	-	-
Net Change	-	63,56,25,000	-	63,56,25,000
Indebtedness at the end of the financial year	-	63,56,25,000		63,56,25,000
i) Principal Amount	-	63,56,25,000	-	63,56,25,000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	63,56,25,000	-	63,56,25,000

V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. No.	Particulars of Remuneration	Name of MD	Name of WTD	Total Amount (Rs.)
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 (b) Value of perquisites u/s 17(2) Income Tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-
5	Others, please specify	-	-	-
6	Total(A)	-	-	-
7	Ceiling as per the Act	-	-	-

B. Remuneration to other Directors:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Director/Manager				Total Amount (Rs.)
		Ramesh Shah	Promila Bhardwaj	Sumit Choudhary	Sandeep Kumar	
1	<u>Independent Directors</u> · Fee for attending Board/Committee meetings · Commission · Others, please specify	2,20,000	2,20,000	-	-	4,40,000
2	Total(1)	2,20,000	2,20,000	-	-	4,40,000
3	<u>Other Non-Executive Directors</u> · Fee for attending Board/Committee meetings · Commission · Others, please specify (Remuneration)	-	-	1,00,000	80,000	1,80,000
4	Total(2)	-	-	1,00,000	80,000	1,80,000
5	Total(B)=(1+2)	2,20,000	2,20,000	1,00,000	80,000	6,20,000
6	Total Managerial Remuneration	-	-	-	-	-
7	Overall Ceiling as per the Act	-	-	-	-	-

C. Remuneration to Key Managerial Personnel Other than MD/Manager/WTD:

Sl. No.	Particulars of Remuneration (Rs.)	Key Managerial Personnel				
		CEO	Company Secretary		CFO	Total
			Dinesh Kumar*	Phul Jha**	Amit Kumar	
1	Gross Salary (a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	-	95,876	3,75,806	4,98,000	9,69,682
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-	-	-
5	Others, please specify	-	-	-	-	-
6	Total	-	95,876	3,75,806	4,98,000	9,69,682

*Ceased to be Company secretary w.e.f. 30.06.2018

**Appointed as Company Secretary w.e.f. 16.08.2018

VI. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD /NCLT/Court]	Appeal made. If any(give details)
A. Company					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. Directors					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. Other Officers In Default					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

For and on behalf of the Board of Directors of
Apex Capital and Finance Limited

(Ramesh Shah)
Chairman
DIN: 00029864

R/o-A-19, Geetanjali Enclave, New Delhi-110017

CORPORATE GOVERNANCE REPORT

To

The Members

**Apex Capital and Finance Limited
L-3, Green Park Extension
New Delhi-110016**

We have examined the Compliance of conditions of Corporate Governance by Apex Capital and Finance Limited (CIN-L65910DL1985PLC021241) (**'the Company'**), for the year ended on 31st March, 2019, as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**) as applicable.

As the paid up share capital of the Company is Rs. 5,91,99,780/- (Rupees Five Crore Ninety One Lakh Ninety Nine Thousand Seven Hundred Eighty Only) which is less than Rs. 10 Crores (Rupees Ten Crore Only) and Net worth is Rs. 24,25,00,892/- (Rupees Twenty Four Crore Twenty Five Lacs Eight Hundred Ninety Two Only) as per the audited Balance Sheet of the Company as at 31st March, 2019, which is less than the prescribed limit of Rs. 25 Crore (Rupees Twenty Five Crore Only), the requirement of Corporate Governance as notified in Regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to the Company.

We further state that this certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For S. Behera & Co.
Company Secretaries**

**(Shesdev Behera)
Company Secretary in Practice
CP. No. 5980
M. No. 8428**

**Date: May 30, 2019
Place: New Delhi**

CERTIFICATE UNDER REGULATION 34(3) OF SEBI LISTING REGULATIONS

Based on my scrutiny of the records, documents and other information provided by Apex Capital and Finance limited ("the Company"), CIN: L65910DL1985 PLC021241, having its registered office at L-3, Green Park Extension, New Delhi-110016, for verification and disclosures and declarations given by the Directors to the Company under applicable statutes and also based on the verification of facts regarding the Board of Directors of the Company, available in the public domain, I hereby certify that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the companies either by the securities and Exchange Board of India or the ministry of Corporate affairs or any such statutory authority.

**For S. Behera & Co.
Company Secretaries**

**(Shesdev Behera)
Proprietor
M. No: F-8428
CP No.: 5980**

**Place: New Delhi
Date: 30.05.2019**

FORM NO. MR-3**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

**The Members,
Apex Capital and Finance Limited
(Formerly Apex Home Finance Limited)
L-3, Green Park Extension,
New Delhi- 110 016**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices of APEX CAPITAL AND FINANCE LIMITED (formerly APEX HOME FINANCE LIMITED) (CIN: L65910DL1985PLC021241) (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2019 and made available to us, according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not Applicable since the Company has not issued any securities under ESOP category);
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable as the Company has not issued and listed any Debt Securities during the financial year under review);
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not Applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the financial year under review);
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not Applicable as the Company has not delisted/proposed to delist its securities from any Stock Exchange during the financial year under review) and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not Applicable as the Company has not bought back/proposed to buy back any of its securities during the financial year under review)
 - i. The Reserve Bank of India Act, 1934 relating to NBFC's business

We have also examined compliance with the applicable clauses of the following (i) Secretarial Standard with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) Issued by the Institute of Company Secretaries of India. (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (iii). Prevention of Money Laundering Act, 2002, (iv) Sexual Harassment of Women at Work Place (Prevention, Prohibition & Redressal Act), 2013

We report that, during the period under review, the Company has complied with the provisions of the Acts, Rules, Regulations, and Guidelines mentioned above.

We further report that, based on the information provided and the representation made by the Company and also on the review of the compliances report of Company Secretary/Chief Financial Officer/Managing Director taken on record by the Board of Directors of the Company, in our opinion, adequate system and process exist in the Company to monitor and ensure compliances with provisions of applicable general laws like labour laws and environmental laws.

We further report that

- a. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- b. Adequate notice is given to all directors to schedule the Board/Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- c. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**For S. Behera & Co.
Company Secretaries**

**(Shesdev Behera)
Company Secretary in practice
CP. No. 5980
M. No. 8428**

**Date: May 04, 2019
Place: New Delhi**

Note: This report is to be read with our letter of even date which is annexed as Annexure-A and forms an integral part of this report.

To,

**Apex Capital and Finance Limited
(Formerly Apex Home Finance Limited)
L-3, Green Park Extension,
New Delhi– 110 016**

Our report of even date is to be read along with this letter:

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express as opinion on these secretarial records based on our examination.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on a test basis to ensure that correct facts are reflected in secretarial records, we believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of the financial records and books of accounts of the Company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules and regulations, and standards is the responsibility of the management. Our examination was limited to the verification of the procedures on test basis.
6. The Secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For S. Behera & Co.
Company Secretaries**

**(Shesdev Behera)
Company Secretary in practice
CP. No. 5980
FCS 8428**

**Date: May 04, 2019
Place: New Delhi**

INDEPENDENT AUDITORS' REPORT

To

**The Members of
Apex Capital and Finance Limited**

Report on the Financial Statements**Opinion**

We have audited the accompanying financial statements of Apex Capital and Finance Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss, the Statement of Cash Flow for the year ended, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, its profit and cash flows for the year ended on that date.

Basis for opinion

We conducted our audit in accordance with the standards on auditing specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

A. Revenue recognition**Key Audit Matter Description**

The Company has recognised revenue (Interest income) on the Loans & advances made to the parties on accrual System of accounting on the basis of agreements entered with the parties on time proportion basis.

We identified revenue recognition as a KAM considering –

- There is a probability of inaccuracy in calculation of revenue to be recognised as, the calculation of revenue depends on the various factors such as interest rate, Loan Outstanding balances, pre/late payment of installments etc.

How the Key Audit Matter was Addressed in the Audit:-

Our audit procedures on revenue recognised from Parties on the Loans & Advances Included-

- Obtaining an understanding of the systems, processes and controls implemented by management for recording and calculating revenue.

B. Impairment of Non Current Investments & Long Term Loans & Advances.**Key Audit Matter Description**

Company has made investments in shares and has also provided Loans & advances to Parties. We have reported this as key audit matter because these two assets are major items of the balances sheet and it forms more than 97% of total assets of the company. Accounting Standard 13 (Accounting for Investments) requires carrying Long term Investment at cost, however when there is a decline, other than temporary, in the value of a long term investment, the carrying amount is to be reduced to recognise

the decline.

How the Key Audit Matter was Addressed in the Audit:-

Tested the design and effectiveness of internal controls implemented by the management for identification of credit deterioration and consequently impaired loans, management's judgement applied for the key assumptions used for the purpose of determination of impairment provision (if any) and Completeness and accuracy of the data inputs used.

Management's Responsibility for the Financial Statements

The Company's board of directors are responsible for the matters stated in Section 134 (5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under Section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of sub-Section (11) of Section 143 of the Act, we give in "**Annexure A**" a statement on matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. in our opinion, the aforesaid financial statement comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. on the basis of written representations received from the directors as on March 31, 2019, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019, from being appointed as a director in terms of Section 164(2) of the Act.
 - f. With respect of the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
 - g. with respect to the other matters to be included in the Auditor's Reports in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 in our opinion and to the best of our information and according to the explanations given to us:
 - i) *The Company does not have any pending litigations which would impact its financial position.*
 - ii) *The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.*
 - iii) *There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.*

For Shailendra Goel & Associates
Chartered Accountants
FRN - 013670N

(CA Mamta Goel)
(Partner)
Membership No. – 095986

Place: New Delhi
Date: 30th May, 2019

Annexure -A to the Independent Auditor's Report

The Annexure referred to in paragraph 1 under the heading "Report on other legal and regulatory requirements" of Our Report of even date.

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) As explained to us all the assets have been verified by the management at a reasonable intervals having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
- (c) According to the information and explanations given to us, the company doesn't have any immovable property. Therefore, in our opinion, the requirement on reporting whether title deeds of immovable properties held in the name of the company is not applicable.
2. The Company does not have any inventories therefore no comments are required in respect of physical verification and maintenance of its inventories.
3. The Company has not granted any loans or advances in the nature of loans to the Companies, firms, Limited Liability Partnerships covered in the register maintained u/s 189 of the Companies Act, 2013, Hence, the sub-clauses of the clause (iii) are not applicable to the Company. However the company has granted loan to a concern in its normal course of business and the terms and conditions of the loan are not prejudicial to the interest of the company.
4. The Company has complied with the provisions of section 185 & 186 of the companies Act 2013, in respect of advances given by the company.
5. The Company has not accepted any deposits from public during the year ended 31.03.2019 and consequently, the directives issued by the RBI, the provisions of 73 to 76 or any other relevant provision of the Companies Act and the rules framed there under are not applicable to the Company.
6. The maintenance of the cost records prescribed by the central government U/s 148(1) of the Act is not applicable to the company.
7. According to the information and explanations given to us, the Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, Employees' State Insurance, Income tax, Goods & Service Tax, Sales Tax, Service Tax, Excise duty tax, Value Added Tax, Custom Duty, Cess and other statutory dues whichever is applicable to it.

According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, Goods & service tax, sales tax, value added tax, custom duty and excise duty were outstanding as at March 31, 2019 for a period of more than six months from the date they became payable.

According to information and explanations given to us, there are no dues in respect of income tax, Goods & service tax, wealth tax, sales tax, value added tax, custom duty and excise duty which have not been deposited with the appropriate authorities on account of any dispute

8. The company has not taken any term loan from financial institution or bank or issued debentures till 31st march, 2019. Hence, in our opinion the question of reporting on default in repayment of dues to financial institution or bank or debenture holders does not arise.
9. As per the information and explanations given to us and as per the records produced before us, the Company has not raised any moneys by way of initial public offer or further public offer or term loans, so reporting on application of such moneys does not arise, however unsecured corporate loan taken during the year are applied for the purpose it was raised.

10. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.
11. The Company has not paid or provided any Managerial remuneration during the financial year ended on 31.03.2019.
12. As per the information and explanations given to us and as per the records produced before us by the management of the Company, We are of the opinion that the company is not a nidhi company hence, the requirement of clause 3 (xii) of the order do not apply to the company.
13. As per the information and explanations given to us and as per the records produced before us by the management of the Company, We are of the opinion that all transactions with the related parties are in the ordinary course of business and in compliance with sections 177 and 188 of the Companies Act, 2013 wherever applicable. The details of the transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
15. According to the information and explanations given by the management and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly paragraph 3(XV) of the order is not applicable.
16. The Company has been registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Shailendra Goel & Associates
Chartered Accountants
FRN - 013670N

(CA Mamta Goel)
(Partner)
Membership No. – 095986

Place: New Delhi
Date: May 30, 2019

The Annexure (B) to the Independent Auditor's Report**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Apex Capital and Finance Limited ('the Company') as of 31st March, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2019.

For Shailendra Goel & Associates
Chartered Accountants
FRN - 013670N

(CA Mamta Goel)
(Partner)
Membership No. 095986

Place: New Delhi
Date: May 30, 2019

BALANCE SHEET AS AT 31ST MARCH, 2019

Particulars	Note No.	As at 31 March 2019	As at 31 March 2018
		(Rs.)	(Rs.)
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	3	59,199,780.00	59,199,780.00
Reserves and Surplus	4	183,301,112.00	179,092,789.00
Non Current Liabilities			
Long Term Borrowings	5	635,625,000.00	-
Current Liabilities			
Deferred Tax Liabilities	11	19,405.00	-
Trade Payable	6	779,916.00	1,495,785.00
Other Current Liabilities	7	6,485,404.00	1,367,938.00
Short-Term Provisions	8	2,978,082.00	1,521,333.00
		888,388,699.00	242,677,625.00
ASSETS			
Non-Current Assets			
Tangible Assets	9	265,929.00	68,934.00
Long-Term Loans and Advances	10	717,300,000.00	230,600,000.00
Deferred Tax Asset	11	-	2,414.00
Non Current Investments	12	151,100,000.00	-
Current Assets			
Trade Receivables	13	15,534,706.00	10,135,188.00
Short-Term Loans and Advances	14	280,000.00	-
Cash and cash equivalents	15	522,442.00	178,777.00
Other Current Assets	16	3,385,622.00	1,692,312.00
		888,388,699.00	242,677,625.00
Significant Accounting Policies Notes on Financial Statements	1 to 28		

Audit Report:-

As per our separate report of even date attached.

For and on behalf of the Board of Directors

For Shailendra Goel & Associates

Chartered Accountants

FRN-013670N

(CA Mamta Goel)

Partner

Membership No. 095986

Place: New Delhi

Date: May 30, 2019

(Shekhar Singh)
Managing Director
DIN-00039567

(Amit Kumar)
Chief Financial Officer
PAN-AQFPK7673Q

(Sumit Choudhary)
Director
DIN-02586702

(Phul Jha)
Company Secretary
M. No: ACS 20850

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019

Particulars	Note No.	2018-19	2017-18
		(Rs.)	(Rs.)
Revenue:-			
Revenue from operation	17	24,904,066.00	17,127,719.00
Total Revenue		24,904,066.00	17,127,719.00
Expenses:			
Employee Benefit Expenses	18	8,725,594.00	4,299,481.00
Finance Cost	-	5,230,590.00	-
Depreciation	9	43,520.00	9,376.00
Administration & Other Expenses	19	5,217,471.00	6,920,151.00
Total Expenses		19,217,175.00	11,229,008.00
Profit Before Tax		5,686,891.00	5,898,711.00
Tax expense:			
Current tax		1,456,749.00	1,521,333.00
Deferred tax (Asset) / Liability		21,819.00	(2,414.00)
Profit for the Year		4,208,323.00	4,379,792.00
Earnings per equity share:			
Nominal Value Per Share		10	10
(1) Basic		0.71	0.74
(2) Diluted		0.71	0.74

Significant Accounting Policies
Notes on Financial Statements

1 to 28

For and on behalf of the Board of Directors

Audit Report:-
As per our separate report of even date attached.

For Shailendra Goel & Associates
Chartered Accountants
FRN-013670N

(CA Mamta Goel)
Partner
Membership No. 095986

Place: New Delhi
Date: May 30, 2019

(Shekhar Singh)
Managing Director
DIN-00039567

(Amit Kumar)
Chief Financial Officer
PAN-AQFPK7673Q

(Sumit Choudhary)
Director
DIN-02586702

(Phul Jha)
Company Secretary
M. No: ACS 20850

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

Particulars	31.03.2019	31.03.2018
	(Rs.)	(Rs.)
<u>A. CASH FLOW FROM OPERATING ACTIVITIES</u>		
Profit before tax and extra ordinary items	5,686,891.00	5,898,711.00
Add: Depreciation	43,520.00	9,376.00
Add: Finance Cost	5,230,590.00	
Operating profit before working capital changes	10,961,001.00	5,908,087.00
<u>Adjustment for :</u>		
Decrease/(increase) in loan & advances	(486,980,000.00)	(4,590,987.00)
Decrease/(increase) in Trade Receivables	(5,399,518.00)	(141,018.00)
Increase/(decrease) in current liabilities	4,401,597.00	2,484,715.00
Cash from/ (used in) operations	(477,016,920.00)	3,660,797.00
Less : Direct tax paid	1,693,310.00	3,940,714.00
Net cash from/(used in) operating activities (A)	(478,710,230.00)	(279,917.00)
<u>B. CASH FLOW FROM INVESTING ACTIVITIES</u>		
Purchase of Fixed Asset	(240,515.00)	(78,310.00)
Investments made in Equity Shares	(151,100,000.00)	-
Net Cash from/(used in) investing activities (B)	(151,340,515.00)	(78,310.00)
<u>C. CASH FLOW FROM FINANCING ACTIVITIES</u>		
Proceeds from unsecured borrowings	635,625,000.00	
Finance Cost	(5,230,590.00)	
Net Cash from/(used in) financing activities (C)	630,394,410.00	-
Net increase/(decrease) in cash and cash equivalents (A+B+C)	343,665.00	(358,227.00)
Opening cash and cash equivalents	178,777.00	537,004.00
Closing cash and cash equivalents	522,442.00	178,777.00
<u>Components of cash & cash equivalents</u>		
Cash in hand	239,152.00	143,894.00
Balance with scheduled banks		
- In current accounts	283,290.00	34,883.00

Note:- The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard - 3 on 'Cash Flow Statements' as issued by ICAI.

Audit Report: -
As per our separate report of even date attached.

For and on behalf of the Board of Directors

For Shailendra Goel & Associates
Chartered Accountants
FRN-013670N

(CA Mamta Goel)
Partner
Membership No. 095986

Place: New Delhi
Date: May 30, 2019

(Shekhar Singh)
Managing Director
DIN-00039567

(Amit Kumar)
Chief Financial Officer
PAN-AQFPK7673Q

(Sumit Choudhary)
Director
DIN-02586702

(Phul Jha)
Company Secretary
M. No: ACS 20850

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

1 Corporate Information

Apex Capital & Finance Limited (referred to as "ACFL" or "the Company") is registered as a Non-Deposit Accepting Non-Banking Finance Company (NBFC) with Reserve Bank of India. The Company currently holds a valid registration Certificate issued by the Reserve Bank of India vide Registration number B-14.00473 dated May 06, 2002. The main business of the Company is lending/advancing of short term and/or long term finance to any individual, firm, company, bodies corporate, corporation, society etc. whether at interest or without interest and with or without security.

2 Significant Accounting Policies

a Basis of Preparation of Financials Statements

The financial statements have been prepared to comply in all material respects with the accounting standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Account) Rule, 2014 and the relevant provisions of the Companies Act, 2013 ("the Act"). The financial statements have been prepared under the historical cost convention on an accrual basis in accordance with accounting principles generally accepted in India. The accounting policies have been consistently applied by the Company and are consistent with those used in previous year.

b Operating Cycle

Based on the nature of activities of the Company and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

c Tangible Fixed Assets

Tangible fixed assets are stated at cost, less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the assets to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase prices.

d Depreciation on Tangible Fixed Assets

Depreciation on tangible / Intangible fixed assets has been provided to the extent of depreciable amount on the basis of straight line method (SLM). Depreciation is provided based on useful life of the assets as prescribed in schedule II to the Companies Act, 2013. Depreciation on the Tangible/ Intangible Fixed Asset is provided from the date the said asset is put to use for its intended use.

e Loans and Advances

Loans and advances are stated at the amount advanced, as reduced by the amounts received up to the balance sheet date.

f Investments

Investments that are readily realisable and intended to be held for not more than the Operating Cycle of the business are classified as Current Investments.

Current Investment are carried at cost or market value whichever is less. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

g Cash and cash equivalent

Cash and Cash equivalents for the purpose of Cash Flow Statement comprise cash at bank and in hand and short term investment with an original maturity of three months or less.

h Taxes

Tax expenses comprises of current and deferred tax.

Current income tax is the amount of tax payable as determined in advance in accordance with the provisions of the Income Tax Act, 1961 and other relevant tax laws and tax rates in force.

Deferred tax assets & liabilities are recognised subject to consideration of prudence on timing difference being difference between taxable and accounting income/expenditure that originate in one period and are capable of reversal in one or more subsequent periods. The deferred tax asset is recognised and carried forward only to the extent that there is a reasonable certainty that the asset will be realised in future.

i **Employee Benefits**

The employees either avail their leave during a particular financial year or are encashed in the same financial year and therefore the balance is not carried forward.

Expenses in respect of other short term benefit is recognised on the basis of amount paid or payable for the period during which services are rendered by the employee.

j **Earning per share**

Basic Earning per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events of bonus issue.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

k **Provisions and Contingent Liabilities**

A Provision is recognised when the Company has a present obligation as a result of past event, it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date and adjusted to reflect the current best estimates.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be measured reliably. The Company does not recognise a contingent liability but disclose its existence in the financial statements.

l **Revenue Recognition**

Interest Income is recognised on accrual System of accounting on a time proportion basis.

Notes on Financial Statements for the Year ended 31st March, 2019

Note No. – 3

Share Capital	As at 31 March 2019	As at 31 March 2018
	Rs.	Rs.
Authorised Share Capital		
60,00,000 Equity Shares (Previous Year 60,00,000) of Rs. 10 each	60,000,000.00	60,000,000.00
Issued subscribed and Paid up		
59,19,978 Equity Shares (Previous year 59,19,978) of Rs. 10 each	59,199,780.00	59,199,780.00
Total	59,199,780.00	59,199,780.00

Note No. - 3.1

Reconciliation of the shares and amount outstanding at the beginning and at the end of the reporting period

Particulars	As at 31 March 2019		As at 31 March 2018	
	Number	Rs.	Number	Rs.
Shares outstanding at the beginning of the year	5,919,978	59,199,780.00	5,919,978	59,199,780.00
Shares outstanding at the end of the year	5,919,978	59,199,780.00	5,919,978	59,199,780.00

Note No. - 3.2

Name of Shareholder holding more than 5% shares in the Company	As at 31 March 2019		As at 31 March 2018	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
M/s Hillgrow Infoservices Pvt Ltd	815,520	13.78%	815,520	13.78%
M/s Foster Infrastructure Pvt Ltd	605,520	10.23%	605,520	10.23%
M/s Palmtree Infracon Pvt Ltd	605,520	10.23%	605,520	10.23%
M/s Veteran Infradevelopers Pvt Ltd	605,520	10.23%	605,520	10.23%
Smt. Suchitra	930,588	15.72%	930,588	15.72%
M/s Surender Singh (HUF)	549,780	9.29%	549,780	9.29%

Note No. - 3.3

The Company has only one class of equity shares having Par value of Rs.10 each and each Shareholder is entitled to one Vote per share.

Note No. – 4

Reserves & Surplus	As at 31 March 2019	As at 31 March 2018
	Rs.	Rs.
Securities Premium Account		
As per last Balance Sheet	164,131,720.00	164,131,720.00
	164,131,720.00	164,131,720.00
General Reserve		
As per last Balance Sheet	3,000,000.00	3,000,000.00
	3,000,000.00	3,000,000.00
Statutory Reserves*		
Opening Balance	2,231,664.00	1,355,706.00
Addition during the Year	841,665.00	875,958.00
	3,073,329.00	2,231,664.00
Statement of Profit & Loss		
Opening balance	9,729,405.00	6,225,571.00
Add : Surplus for the Current Year	4,208,323.00	4,379,792.00
Less: Transfer to Statutory Reserves	841,665.00	875,958.00
Closing Balance	13,096,063.00	9,729,405.00
	183,301,112.00	179,092,789.00

*(Created by way of transfer of specific percentage of profits as per Section - 45IC of Reserve Bank of India Act, 1934, including any amendment thereof.)

Note No. – 5

Long Term Borrowings	As at 31 March 2019	As at 31 March 2018
	Rs.	Rs.
Unsecured		
Loan From Corporates	635,625,000.00	-
	635,625,000.00	-

Note No. – 6

Trade Payable	As at 31 March 2019	As at 31 March 2018
	Rs.	Rs.
Sundry Creditors for Supplies & Services	779,916.00	1,495,785.00
	779,916.00	1,495,785.00

Note No. – 7

Other Current Liabilities	As at 31 March 2019	As at 31 March 2018
	Rs.	Rs.
Expenses Payable	5,601,075.00	946,676.00
Statutory Liabilities	884,329.00	421,262.00
	6,485,404.00	1,367,938.00

Note No. – 8

Short Term Provisions	As at 31 March 2019	As at 31 March 2018
	Rs.	Rs.
Provision for Tax		
- Provision for Income Tax	2,978,082.00	1,521,333.00
	2,978,082.00	1,521,333.00

Note No. 9

Tangible Assets	Gross Block			Accumulated Depreciation			Net Block	
	Balance as at 1 April 2018	Additions/ (Deletions) during the year	Balance as at 31 March 2019	Depreciation as at 31 March 2018	Depreciation for the year	Depreciation as at 31 March 2019	Balance as at 31 March 2019	Balance as at 31 March 2018
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
Computer	78,310.00	123,990.00	202,300.00	9,376.00	32,321.00	41,697.00	160,603.00	68,934.00
Scanner	-	116,525.00	116,525.00	-	11,199.00	11,199.00	105,326.00	-
Total	78,310.00	240,515.00	318,825.00	9,376.00	43,520.00	52,896.00	265,929.00	68,934.00
Previous Year Figures	-	78,310.00	78,310.00	-	9,376.00	9,376.00	68,934.00	-

Note No. - 10

Long Term Loans and Advances	As at 31 March 2019	As at 31 March 2018
	Rs.	Rs.
(Unsecured considered good)		
Loans and advances relating to financing activity	717,300,000.00	230,600,000.00
	717,300,000.00	230,600,000.00

Note No. - 11

Deferred Tax Asset /(Liability)	As at 31 March 2019	As at 31 March 2018
	Rs.	Rs.
Balance as per last Balance Sheet	2,414.00	-
Addition/(Deletion) during the year	(21,819.00)	2,414.00
	(19,405.00)	2,414.00

Note No. - 12

Non Current Investments	As at 31 March 2019	As at 31 March 2018
	Rs.	Rs.
Investment In 5,49,90,797 Equity Shares of Aman Hospitality Pvt Ltd	151,100,000.00	-
	151,100,000.00	-

Note No. - 13

Trade Receivables	As at 31 March 2019	As at 31 March 2018
	Rs.	Rs.
Trade Receivables (Unsecured Considered Good)	699,391.00	-
Outstanding for a period exceeding Six Months from the date they are due for payment	14,835,315.00	10,135,188.00
Others	15,534,706.00	10,135,188.00

Note No. - 14

Short-term loans and advances	As at 31 March 2019	As at 31 March 2018
	Rs.	Rs.
(Unsecured considered good) Advance to employees	280,000.00	-
	280,000.00	-

Note No. - 15

Cash and cash equivalents	As at 31 March 2019	As at 31 March 2018
	Rs.	Rs.
Balance with Scheduled banks in Current Account	283,290.00	34,883.00
Cash in Hand	239,152.00	143,894.00
	522,442.00	178,777.00

Note No. - 16

Other Current Assets	As at 31 March 2019	As at 31 March 2018
	Rs.	Rs.
Income Tax and TDS	3,385,622.00	1,692,312.00
	3,385,622.00	1,692,312.00

Note No. - 17

Operating Income	2018-19	2017-18
	Rs.	Rs.
Interest Income	24,904,066.00	17,127,719.00
	24,904,066.00	17,127,719.00

Note No. - 18

Employee Benefit Expenses	2018-19	2017-18
	Rs.	Rs.
Salary & Wages	8,439,469.00	4,200,606.00
Staff Welfare Expenses	286,125.00	98,875.00
	8,725,594.00	4,299,481.00

Note No. – 19

Administration Expenses	2018-19	2017-18
	Rs.	Rs.
Bank Charges and Interest	28,905.00	335,084.00
Books & Periodicals Expenses	13,958.00	12,050.00
Advertisement & Business Promotion Expenses	656,045.00	81,258.00
Conveyance and Travelling Expenses	860,807.00	247,446.00
Filing Fees	44,800.00	54,000.00
Office Expenses	432,092.00	21,780.00
Printing and Stationary Expenses	869,230.00	8,228.00
Rent Expenses	6,000.00	6,000.00
Listing Expenses	579,825.00	5,737,600.00
Directors Sitting Fee	731,600.00	280,000.00
Repair, Running & Maintenance Expense	277,976.00	-
Telephone & Internet Expense	37,939.00	-
Professional Fees	344,516.00	86,705.00
Membership & Subscription Fee	53,100.00	-
Misc Exp	230,678.00	-
Auditor's Remuneration	50,000.00	50,000.00
	5,217,471.00	6,920,151.00

Note No. - 20

Contingent Liabilities and Commitments	31.03.2019	31.03.2018
	(Rs.)	(Rs.)
Claim against the Company not acknowledged as debt	NIL	NIL
Guarantees given by Company to Government and statutory authorities	NIL	NIL
Commitments in respects of contracts which remain to be executed on capital account and not provided for.	NIL	NIL
Uncalled liability on shares and other investments partly paid	NIL	NIL

Note No. - 21

In the opinion of the Board all the assets have value on realization at least equal to the amount at which it has been stated.

Note No. - 22
Auditor's Remuneration

For the year ended	31.03.2019	31.03.2018
	(Rs.)	(Rs.)
For Statutory Audit Fees	35,000.00	35,000.00
For Tax Audit Fees	15,000.00	15,000.00

Note No. - 23
Segment Reporting

The Company operates in a single reportable segment i.e. financing, which has similar risks and returns for the purpose of AS 17 on 'Segment Reporting' specified under section 133 of the Companies Act 2013, read with rule 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016. The Company operates in a single geographical segment i.e. domestic.

Note No. – 24
Dues to Micro and Small Enterprises

There are no amounts that need to be disclosed pertaining to Micro Small and Medium Enterprise Development Act, 2006 (the 'MSMED'). As at 31 March 2019, no supplier has intimated the Company about its status as Micro or Small Enterprises or its registration with the appropriate authority under the MSMED

Note No. - 25
Earning Per Share (EPS)

In accordance with the Accounting Standard 20 as issued by the Institute of Chartered Accountants of India on ' Earning Per Share', the Basic Earning Per Share and Diluted Earning Per Share has been computed by dividing the Profit After Tax by the number of equity shares for the respective years as follows:

Earning Per Share (EPS) For the Year Ended	31.03.2019	31.03.2018
	(Rs.)	(Rs.)
Profit after Tax (Rs.)	4,208,323.00	4,379,792.00
Net Profit for the period attributable for Equity Shareholders (Rs.)	4,208,323.00	4,379,792.00
Weighted average number of Equity Shares in Calculating Basic EPS	5,919,978.00	5,919,978.00
Weighted average number of Equity Shares in Calculating Diluted EPS	5,919,978.00	5,919,978.00
Nominal Value Per Share (Rs.)	10	10
Basic Earning Per Share (Rs.)	0.71	0.74
Diluted Earning Per Share (Rs.)	0.71	0.74

Note - 26
Related Party Transactions :-

As per Accounting Standard 18, the disclosures of transactions with the related parties are given below:-

(i) List of Related Parties where control exists and related parties with whom transactions have taken place and relationship:-

Sr. No.	Name of Related Party	Nature of Relationship
1	Ambience Education Society	Enterprise where key management personnel exercise significant influence
2	Lagoon Club Private Limited	Associate Company
3	Smt. Sheela Gehlot	Key Managerial Personnel & their relatives

(ii) Transactions during the year and closing balances with related parties:-

Nature of Transactions	Enterprise where key management personnel exercise significant influence	Associate Company	Key Managerial Personnel & their relatives	Total
Long-Term Loans and Advances	283500000 (230600000)	NIL (NIL)	NIL (NIL)	283500000 (230600000)
Unsecured Loan	NIL (NIL)	156125000 (NIL)	NIL (NIL)	156125000 (NIL)
Interest Income	15737858 (16923125)	NIL (NIL)	NIL (NIL)	15737858 (16923125)
Finance Cost	NIL (NIL)	4683751 (NIL)	NIL (NIL)	4683751 (NIL)

Rent Paid	NIL (NIL)	NIL (NIL)	6000 (6000)	6000 (6000)
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* Figures in bracket pertains to previous year

Note No. - 27

ADDITIONAL INFORMATION PURSUANT TO SCHEDULE III OF THE COMPANIES ACT, 2013

(a) Value of Imports	NIL
(b) Expenditure in Foreign currency	NIL
(c) Total value of imported raw material	NIL
(d) Amount Remitted in foreign Currency	NIL
(e) Earning in Foreign Exchange	NIL

Note No. - 28

Previous year figures have been regrouped/ rearranged wherever necessary.

Audit Report :-
As per our separate report of even date attached

For and on behalf of the Board of Directors

For Shailendra Goel & Associates
Chartered Accountants
FRN-013670N

(Shekhar Singh)
Managing Director
DIN-00039567

(Sumit Choudhary)
Director
DIN-02586702

(CA Mamta Goel)
Partner
Membership No. 095986

(Amit Kumar)
Chief Financial Officer
PAN-AQFPK7673Q

(Phul Jha)
Company Secretary
M. No: ACS 20850

Place: New Delhi
Date: May 30, 2019

Annexure

**Schedule to the Balance sheet of a non-deposit taking
non-banking financial company**

(as required in terms of paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007)

	Particulars	Amount outstanding as at 31.03.2019	Amount overdue as at 31.03.2019
1)	Liabilities side: Loans and advance availed by the non-banking financial company inclusive of interest accrued thereon but not paid: (a) Debentures : Secured Unsecured (other than falling within the meaning of public deposits*) (b) Deferred Credits (c) Term Loans (d) Inter-corporate loans and borrowing (e) Commercial Paper (f) Other Loans (specify nature) *Please see Note 1 below)	 ----- ----- ----- ----- 6,356.25 ----- -----	 ----- ----- ----- ----- ----- -----

	Particulars	Amount Outstanding as at 31.03.2019
	Assets side:	
2)	Break-up of Loans and Advances including bills receivables (other than those included in (4) below):	
	(a) Secured	-----
	(b) Unsecured	7,175.80
3)	Break-up of Leased Assets and stock on hire and other assets counting towards AFC activities	
	(i) Lease assets including lease rentals under sundry debtors:	
	(a) Financial Lease	-----
	(b) Operating Lease	-----
	(ii) Stock on hire including hire charges under sundry debtors:	
	(a) Assets on hire	-----
	(b) Repossessed Assets	-----
	(iii) Other loans counting towards AFC activities:-	
	(a) Loans where assets have been repossessed.	-----
	(b) Loans other than (a) above	-----

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5)	Borrower group-wise classification of assets financed as in (2) and (3) above			
	Please see Note 2 below			
	Category	Amount net of provisions		
		Secured	Unsecured	Total
	1. Related Parties **			
	(a) Subsidiaries	-----	-----	-----
	(b) Companies in the same group ***	-----	-----	-----
	(c) Other related parties	-----	2,835.00	2,835.00
	2. Other than related parties	-----	4,338.00	4,338.00
	Total		7,173.00	7,173.00
6)	Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):			
	Please see note 3 below			
	Category	Market value/Breakup or fair value or NAV#	Book Value (Net of Provisions)	
	1. Related Parties **			
	(a) Subsidiaries	-----	-----	
	(b) Companies in the same group	-----	-----	
	(c) Other related parties	-----	-----	
	2. Other than related parties	1,511.00	1,511.00	
	Total			

The book value, of Investment made in the equity shares of unlisted company, is taken as market value, as these shares are not traded at any stock exchange and market rates are not readily available, These shares are not freely tradable.

** As per Accounting Standard of ICAI

*** As per RBI Definitions

7)	Other Information		
	Particulars		Amount
(i)	Gross Non-Performing Assets		
	(a) Related parties	-----	-----
	(b) Other than related parties	-----	-----
(ii)	Net Non-Performing Assets		
	(a) Related parties	-----	-----
	(b) Other than related parties	-----	-----
(iii)	Assets acquired in satisfaction of debt	-----	-----

----- indicates NIL Amount

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name	
Address	
DP-ID/CLIENT-ID*	
Regd. Folio No.#	
No. of shares held	
Whether the member is attending the meeting in person or by proxy or by authorized representative.	
Name of the proxy (to be filed in if proxy attends instead of the member.	

*Applicable for investors holding shares in Electronic form.

#Applicable for investors holding shares in Physical form.

I/we certify that I am a registered Shareholder(s)/ Proxy for the registered Shareholder of the Company. I/ we hereby record my/our presence at the Annual General Meeting of the Company held on Friday, the 20th day of September, 2019 at 04:00 P.M. at L-1, Green Park Extension, New Delhi-110016.

Signature of the Member/Proxy

(To be signed at the time of handing over the slip)

PROXY FORM

Form No. MGT-11

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014)

CIN: L65910DL1985PLC021241

Name of the Company: Apex Capital and Finance Limited

Registered Office: L-3, Green Park Extension, New Delhi-110016.

Name of the Member(s)	
Registered Address:	
E-mail Id:	
* DP Id. / Client Id.	Regd. Folio No.

(* Applicable for members holding share(s) in electronic form)

I / We, being the member(s) of shares of the above named company, hereby appoint:

1. Name: _____ Address: _____ E-mail ID: _____
Signature: _____, or failing him _____

2. Name : _____ Address: _____ E-mail ID: _____
Signature: _____ or failing him _____

3. Name: _____ Address: _____ E-mail ID: _____
Signature: _____ or failing him _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34th Annual General Meeting of the Company, to be held on Friday, the 20th day of September, 2019 at 04:00 P.M. at L-1, Green Park Extension, New Delhi-110016 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional	
		For	Against
1	Adoption of Financial Statements.		
2	Re-appointment of Sh. Sumit Choudhary (DIN-02586702), as Director of the Company.		

Signed this _____ day of _____ 2019.

Affix Revenue Stamp Signature of Shareholder(s)

Signature of Proxy holder(s)

Re.1
Revenue
Stamp

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.
3. It is optional to put a (√) in the appropriate column against the Resolution indicated in the Box. If, you leave the 'For 'and 'Against' column blank against any oral Resolutions, your Proxy will be entitled to vote in the manner as he/she think appropriate.

FORM NO. MGT-12**POLLING PAPER**

[Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

CIN: L65910DL1985PLC021241

Name of the Company: Apex Capital and Finance Limited

Registered Office: L-3, Green Park Extension, New Delhi-110016.

BALLOT PAPERS

S. No.	Particulars	Details
1	Name of the First Named Shareholder (in block letters)	
2	Postal Address	
3	Registered folio no./ *Client ID No.	
4	Class of shares	

I hereby exercise my vote in respect of Ordinary/Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

Resolution No.	Resolutions	No. of Shares held by me	Optional	
			For	Against
1	Adoption of Financial Statements.			
2	Re-appointment of Sh. Sumit Choudhary (DIN-02586702), as Director of the Company.			

Place:

Date:

(Signature of shareholder/Proxy)

Route Map for AGM Venue



L-1, Green Park Extension,
New Delhi-110016

If undelivered please return to :



APEX CAPITAL AND FINANCE LIMITED

L-3, Green Park Extension,
New Delhi-110016