



APAR INDUSTRIES LTD.
(CIN : L91110GJ1989PLC012802)

COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE QUARTER ENDED 30TH SEPTEMBER 2017

Name of listed entity : Apar Industries Limited (BSE CODE - 532259 & NSE SYMBOL - APARINDS)
Quarter ending : 30th September, 2017

I. Composition of Board of Directors

Title (Mr. / Ms.)	Name of the Director	PAN [§] & DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) ^{&}	Date of Appointment in the current term / cessation	Tenure *	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit / Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Kushal N. Desai	00008084	Chairman & Managing Director - Executive	08.11.2016	--	--	2	--
Ms.	Nina Pradip Kapasi	02856816	Non Executive - Independent Director	30.05.2014	Upto 2019	1	1	1
Dr.	N. K. Thingalaya	00019226	Non Executive - Independent Director	01.08.2014 (Originally appointed on 27.07.2001 and re-appointed on 01.08.2014)	Upto 2019	1	2	--
Mr.	F. B. Virani	00062278	Non Executive - Independent Director	01.08.2014 (Originally appointed on 27.07.2001 and re-appointed on 01.08.2014)	Upto 2019	1	1	--
Mr.	Chaitanya N. Desai	00008091	Executive - Managing Director	01.01.2015	--	--	1	--
Mr.	Rajesh N. Sehgal ⁽¹⁾	00048482	Non-Executive Independent Director	09.08.2017	Upto 2022	1	1	--
Mr.	Suyash Saraogi	00727967	Non Executive - Independent Director	30.05.2014	Upto 2019	1	2	1

§ PAN number of any director would not be displayed on the website of Stock Exchange

& Category of directors means executive / Non-executive / Independent / Nominee. If a director fits into more than one category write all categories separating them with hyphen.

(1) Mr. Rajesh Sehgal has been appointed as an Independent Director by the Shareholders at their meeting held on 09.08.2017 to hold the office of Director for 5 consecutive years upto the conclusion of 33rd Annual General Meeting of the Company to be held in the calendar year 2022.

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of Directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) ^{&}
1. Audit Committee	Ms. Nina Kapasi	Chairperson - Non - Executive - Independent Director
	Dr. N. K. Thingalaya	Member - Non - Executive - Independent Director
	Mr. F. B. Virani	Member - Non - Executive - Independent Director
	Mr. Kushal N. Desai	Member - Executive - Chairman & Managing Director
	Mr. Rajesh Sehgal ⁽¹⁾	Member - Non - Executive - Independent Director
	Mr. Suyash Saraogi	Member - Non - Executive - Independent Director
2. Nomination and Compensation-cum-Remuneration Committee	Mr. Rajesh Sehgal ⁽²⁾	Chairperson - Non - Executive - Independent Director
	Dr. N. K. Thingalaya	Member - Non - Executive - Independent Director
	Mr. F. B. Virani	Member - Non - Executive - Independent Director
	Mr. Suyash Saraogi	Member - Non - Executive - Independent Director

3. Risk Management Committee (if applicable)		Not Applicable	
4. Share Transfer & Shareholders Grievance-cum-Stakeholders Relationship Committee		Mr. Suyash Saraogi	Chairperson - Non - Executive - Independent Director
		Mr. Kushal N. Desai	Member - Executive - Chairman & Managing Director
		Mr. C. N. Desai	Member - Executive - Managing Director
(1)	Mr. Rajesh Sehgal has been appointed as an Independent Director by the Shareholders at their meeting held on 09.08.2017 to hold the office of Director for 5 consecutive years upto the conclusion of 33 rd Annual General Meeting of the Company to be held in the calendar year 2022 and he has been inducted as Member of the Audit Committee by the Board of Directors.		
(2)	Mr. Rajesh Sehgal has been appointed as an Independent Director by the Shareholders at their meeting held on 09.08.2017 to hold the office of Director for 5 consecutive years upto the conclusion of 33 rd Annual General Meeting of the Company to be held in the calendar year 2022 and he has been inducted and appointed as Chairman and Member of the Nomination and Compensation-cum-Remuneration Committee by the Board of Directors.		
&	Category of directors means Executive / Non-executive / Independent / Nominee, if a director fits into more than one category write all categories separating them with hyphen.		
III. Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous quarter		Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)
30.05.2017		09.08.2017	70 Days
IV. Meeting of Committees - Audit Committee			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
09.08.2017	Yes	30.05.2017	70 Days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.			
V. Related Party Transactions			
Subject		Compliance status (Yes/No/NA) <small>refer note below</small>	
Whether prior approval of audit committee obtained		Yes	
Whether shareholder approval obtained for material RPT		N.A.	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes	
Note:			
1 In the column "Compliance Status", Compliance or non-compliance may be indicated by Yes/No/NA. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transaction, the words "N.A." may be indicated.			
2 If status is "No" details of non-compliance may be given here.			
VI. Affirmations			
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015			
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015			
a. Audit Committee			
b. Nomination and Compensation-cum-Remuneration Committee			
c. Share Transfer & Shareholders Grievance-cum-Stakeholders Relationship Committee			
d. Risk Management Committee - Not Applicable to the Company.			
3. The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.			
4. The meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.			
5. This report and / or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here : Nil.			
Place: Mumbai		Sanjaya Kunder	
Date: 09.10.2017		(Company Secretary)	

APAR INDUSTRIES LTD.
(CIN : L91110GJ1989PLC012802)

COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE HALF YEAR ENDED 30th SEPTEMBER, 2017

Name of listed entity : Apar Industries Limited
 (BSE CODE - 532259 & NSE SYMBOL - APARINDS)

I. Affirmations

<i>Broad heading</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA)^{refer note below}</i>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

Note:

- 1 In the column "Compliance Status", Compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

Mumbai, 9th October, 2017

SANJAYA KUNDER
(COMPANY SECRETARY)