



**APAR INDUSTRIES LTD.**  
**(CIN : L91110GJ1989PLC012802)**

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE QUARTER ENDED 31ST DECEMBER 2017**

Name of listed entity : Apar Industries Limited (BSE CODE - 532259 & NSE SYMBOL - APARINDS)  
Quarter ending : 31st December, 2017

**I. Composition of Board of Directors**

Title (Mr. / Ms.)	Name of the Director	PAN <sup>§</sup> & DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) <sup>&amp;</sup>	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	Chairperson & Managing Director - Executive	08.11.2016	--	--	2	--
Ms.	Nina Pradip Kapasi	02856816	Non Executive - Independent Director	01.08.2014	5 years	1	1	1
Dr.	N. K. Thingalaya	00019226	Non Executive - Independent Director	01.11.2017 <sup>(1)</sup>	--	--	--	--
Mr.	F. B. Virani	00062278	Non Executive - Independent Director	01.08.2014	5 years	1	1	--
Mr.	Chaitanya N. Desai	00008091	Executive - Managing Director	01.01.2015	--	--	1	--
Mr.	Rajesh N. Sehgal	00048482	Non-Executive Independent Director	09.08.2017	5 years	1	1	--
Mr.	Suyash Saraogi	00727967	Non Executive - Independent Director	01.08.2014	5 years	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) Dr. N. K. Thingalaya tendered his resignation as an Independent Director w.e.f. 1st November, 2017 from the Board and consequently as a Member from the Committees of Board of Directors viz. Audit Committee and Nomination and Compensation-cum-Remuneration Committee from the above date .

\* 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) <sup>&amp;</sup>
1. Audit Committee	Ms. Nina Kapasi	Chairperson - Non - Executive - Independent Director
	Mr. F. B. Virani	Member - Non - Executive - Independent Director
	Mr. Kushal N. Desai	Member - Executive - Chairperson & Managing Director
	Mr. Rajesh Sehgal	Member - Non - Executive - Independent Director
	Mr. Suyash Saraogi	Member - Non - Executive - Independent Director
2. Nomination and Compensation-cum-Remuneration Committee	Mr. Rajesh Sehgal	Chairperson - Non - Executive - Independent Director
	Mr. F. B. Virani	Member - Non - Executive - Independent Director
	Mr. Suyash Saraogi	Member - Non - Executive - Independent Director

<b>3. Risk Management Committee (if applicable)</b>		<b>Not Applicable</b>	
<b>4. Share Transfer &amp; Shareholders Grievance-cum-Stakeholders Relationship Committee</b>		Mr. Suyash Saraogi	Chairperson - Non - Executive - Independent Director
		Mr. Kushal N. Desai	Member - Executive - Chairperson & Managing Director
		Mr. Chaitanya N. Desai	Member - Executive - Managing Director
<b>&amp;</b>	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.		
<b>III. Meeting of Board of Directors</b>			
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)
09.08.2017		01.11.2017	83 Days
<b>IV. Meeting of Committees - Audit Committee</b>			
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*
01.11.2017	Yes	09.08.2017	83 Days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.			
<b>V. Related Party Transactions</b>			
<b>Subject</b>		<b>Compliance status (Yes/No/NA)</b> <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	
<b>Note:</b>			
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.			
<b>VI. Affirmations</b>			
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: 08.01.2018		(Company Secretary)	