



APAR INDUSTRIES LTD.
(CIN : L91110GJ1989PLC012802)

COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE QUARTER ENDED 30TH SEPTEMBER, 2021

Name of listed entity : APAR Industries Limited (BSE CODE - 532259 & NSE SYMBOL - APARINDS)
 Quarter ending : 30th September, 2021

I. Composition of Board of Directors

| Title (Mr. / Ms.) | Name of the Director | DIN | Category (Chairperson / Executive / Non-Executive / Independent / Nominee) & | Initial Date of Appointment | Date of Re-appointment | Date of Cessation | Tenure * | Date of Birth | No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)] | No. of Independent Directorship in listed entities including this listed entity [In reference to proviso to Regulation 17A(1)] | 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 - Executive | 24-03-1999 | 01-01-2018 | -- | -- | 21-02-1967 | 1 | 0 | 2 | 0 |
| Mrs. | Nina Pradip Kapasi | 02856816 | Non Executive - Independent | 30-05-2014 | 08-08-2019 | -- | 86 Months | 30-11-1959 | 1 | 1 | 1 | 1 |
| Mr. | F. B. Virani | 00062278 | Non Executive - Independent | 27-07-2001 | 08-08-2019 | -- | 86 Months | 26-06-1945 | 1 | 1 | 2 | 1 |
| Mr. | Chaitanya N. Desai | 00008091 | Executive | 29-05-1993 | 01-01-2018 | -- | -- | 15-07-1971 | 1 | 0 | 1 | 0 |
| Mr. | Rajesh N. Sehgal | 00048482 | Non-Executive Independent | 24-04-2017 | -- | -- | 50 Months | 16-02-1971 | 1 | 1 | 1 | 0 |
| Mr. | Rishabh K. Desai | 08444660 | Non Executive - Non-Independent | 07-05-2019 | -- | -- | -- | 16-05-1992 | 1 | 0 | 0 | 0 |

| | |
|--|-----|
| Whether Regular Chairperson appointed | YES |
| Whether Chairperson is related to Managing Director or CEO | YES |

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

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

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

| II. Composition of Committees | | | | | |
|---|---------------------------------------|---------------------------|--|---------------------|-------------------|
| Name of Committee | Whether Regular Chairperson appointed | Name of Committee members | Category (Chairperson / Executive / Non-Executive / Independent / Nominee) & | Date of Appointment | Date of Cessation |
| 1. Audit Committee | YES | Mrs. Nina Kapasi | Chairperson - Non - Executive - Independent | 30-05-2014 | --- |
| | | Mr. F. B. Virani | Non - Executive - Independent | 28-12-2001 | --- |
| | | Mr. Kushal N. Desai | Executive - Chairperson (Board) | 30-05-2014 | --- |
| | | Mr. Rajesh Sehgal | Non - Executive - Independent | 24-04-2017 | --- |
| 2. Nomination and Compensation-cum-Remuneration Committee | YES | Mr. Rajesh Sehgal | Chairperson - Non - Executive - Independent | 24-04-2017 | --- |
| | | Mr. F. B. Virani | Non - Executive - Independent | 21-01-2010 | --- |
| | | Mrs. Nina Kapasi | Non - Executive - Independent | 28-08-2018 | --- |
| 3. Risk Management Committee (RMC) | YES | Mr. Kushal N. Desai | Chairperson - Executive | 30-04-2019 | --- |
| | | Mr. Chaitanya N. Desai | Executive | 30-04-2019 | --- |
| | | Mrs. Nina Kapasi | Non - Executive - Independent | 30-04-2019 | --- |
| | | Mr. Rajesh Sehgal | Non - Executive - Independent | 30-04-2019 | --- |
| | | Mr. V. C. Diwadkar | Member of the Management | 30-04-2019 | --- |
| | | Mr. Vinayak K. Lele | Member of the Management | 30-04-2019 | --- |
| | | Mr. Samir Mehta | Member of the Management | 30-04-2019 | --- |

| | | | | | |
|--|-----|------------------------|---|------------|-----|
| 4. Share Transfer & Shareholders Grievance-cum-Stakeholders Relationship Committee | YES | Mr. F. B. Virani | Chairperson - Non - Executive - Independent | 28-08-2018 | --- |
| | | Mr. Kushal N. Desai | Executive - Chairperson (Board) | 08-11-2016 | --- |
| | | Mr. Chaitanya N. Desai | Executive | 31-01-2000 | --- |

& 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 | Whether requirement of Quorum met * | No. of Directors Present * | No. of Independent Directors Present * | Maximum gap between any two consecutive meetings (in number of days) |
|---|---|-------------------------------------|----------------------------|--|--|
| 31.05.2021 | 27.07.2021 | YES | 6 | 3 | 56 days |

* to be filled in only for the current Quarter Meetings

IV. Meetings of Committees - Audit Committee

| Date(s) of Meeting of the Committee in the relevant Quarter | Whether requirement of Quorum met (Details) * | Number of Directors present | Number of Independent Directors present * | Date(s) of Meeting of the Committee in the previous Quarter | Maximum gap between any two consecutive meetings in number of days* |
|---|---|-----------------------------|---|---|---|
| 27.07.2021 | YES | 4 | 3 | 31.05.2021 | 56 days |

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

**to be filled in only for the current quarter meetings

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

- The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - Audit Committee
 - Nomination and Compensation-cum-Remuneration Committee
 - Share Transfer & Shareholders Grievance-cum-Stakeholders Relationship Committee
 - Risk Management Committee - Applicable w.e.f. 01.04.2019
- The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 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.
- 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
Date: 20.10.2021

Sanjaya Kunder
(Company Secretary)



APAR INDUSTRIES LTD.
(CIN : L91110GJ1989PLC012802)

COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE HALF YEAR ENDED 30th SEPTEMBER, 2021

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) | No ^{Refer note below} |
| Presence of Chairperson of the nomination and remuneration committee at the annual general meeting | 19(3) | Yes |
| Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting | 20(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 : Mrs. Nina Kapasi, Chairperson of Audit Committee could not attend Annual General Meeting (AGM) of the Company due to her sudden hospitalization.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

Mumbai, 20.10.2021

SANJAYA KUNDER
(COMPANY SECRETARY)



APAR INDUSTRIES LIMITED
(CIN : L91110GJ1989PLC012802)

COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE HALF YEAR ENDED 30TH SEPTEMBER, 2021

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

I. Disclosure of Loans / guarantees / comfort letters / securities etc. refer note below

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

| Entity | Aggregate amount advanced during six months | Balance outstanding at the end of six months |
|--|---|--|
| Promoter or any other entity controlled by them | NIL | NIL |
| Promoter Group or any other entity controlled by them | NIL | NIL |
| Directors (including relatives) or any other entity controlled by them | NIL | NIL |
| KMPs or any other entity controlled by them | NIL | NIL |

(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

| Entity | Type (guarantee, comfort letter etc.) | Aggregate amount of issuance during six months | Balance outstanding at the end of six months (taking into account any invocation) |
|--|---------------------------------------|--|---|
| Promoter or any other entity controlled by them | NIL | NIL | NIL |
| Promoter Group or any other entity controlled by them | NIL | NIL | NIL |
| Directors (including relatives) or any other entity controlled by them | NIL | NIL | NIL |
| KMPs or any other entity controlled by them | NIL | NIL | NIL |

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

| Entity | Type of security (cash, shares etc.) | Aggregate value of security provided during six months | Balance outstanding at the end of six months |
|--|--------------------------------------|--|--|
| Promoter or any other entity controlled by them | NIL | NIL | NIL |
| Promoter Group or any other entity controlled by them | NIL | NIL | NIL |
| Directors (including relatives) or any other entity controlled by them | NIL | NIL | NIL |
| KMPs or any other entity controlled by them | NIL | NIL | NIL |

II. Affirmations :

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

Vivek C. Diwadkar

Chief Financial Officer

Note:

1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
 - a) by a government company to/ for the Government or government company
 - b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
 - c) by a banking company or an insurance company ; and
 - d) by the listed entity to its employees or directors as a part of the service conditions
2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table..