



**APAR INDUSTRIES LIMITED**  
**(CIN : L91110GJ1989PLC012802)**

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE QUARTER / PERIOD ENDED 31<sup>ST</sup> MARCH, 2022**

Name of Listed Entity : APAR Industries Limited (BSE CODE - 532259 & NSE SYMBOL - APARINDS)  
Quarter ending : 31st March, 2022

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	--	92 Months	30-11-1959	1	1	1	1
Mr.	F. B. Virani	00062278	Non Executive - Independent	27-07-2001	08-08-2019	--	92 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	--	--	56 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
Mr.	Kaushal J. Sampat***	01932997	Non-Executive Independent	31-01-2022	--	--	2 Months	20-10-1970	1	1	0	0

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

§ PAN 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.

\*\* Mr. Rajesh Sehgal was appointed as Additional Director (Independent - Non Executive) on 24.04.2017. His appointment was regularized in the Shareholders meeting dtd. 9th August, 2017 for five consecutive years upto the conclusion of 33rd AGM of the Company to be held in the calendar year 2022.

\*\*\* Mr. Kaushal J. Sampat was appointed as Additional Director on the Board of the Company in the category of Independent Director (Non-Executive). His appointment was approved by the Shareholders by passing Special Resolution through Postal Ballot process on 18.03.2022 through remote e-voting to hold the office of Independent Director (Non-Executive) for a period of upto 5 consecutive years from January 31, 2022 to January 30, 2027. Stock Exchanges compliances in this regard has already been complied with.

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. Kaushal J Sampat*	Non - Executive - Independent	01-02-2022	---
		Mr. V. C. Diwadkar	Member of the Management	30-04-2019	---
		Mr. Ramesh S. Iyer**	Member of the Management	03-02-2022	---
		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.					
*	Mr. Kaushal J. Sampat, Independent Director (Non-Executive), has been inducted as a Member of the RMC w.e.f. 01.02.2022.					
**	Mr. Ramesh S. Iyer, Chief Financial Officer, has been inducted as a Member of the RMC w.e.f. 03.02.2022.					
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)
	01.11.2021	31.01.2022	YES	7	4	90 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*
	31.01.2022	YES	4	3	01.11.2021	90 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) <sup>refer note below</sup>		
	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 - Applicable w.e.f. 01.04.2019						
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						Sd/-
Date: 20.04.2022						Sanjaya Kunder (Company Secretary)



**APAR INDUSTRIES LIMITED**  
**(CIN : L91110GJ1989PLC012802)**

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2022**

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

**I. Disclosure on website in terms of Listing Regulations**

<i>Item</i>	<i>Compliance status (Yes/No/NA) refer note below</i>	<i>If Yes provide link to website. If No / NA provide reasons</i>
<b>As per regulation 46(2) of the LODR:</b>		
a). Details of business	<b>Yes</b>	<a href="http://www.apar.com/index.php">http://www.apar.com/index.php</a>
b). Terms and conditions of appointment of Independent directors	<b>Yes</b>	<a href="https://www.apar.com/wp-content/uploads/2021/02/2.-Letter-to-Independent-Directors.pdf">https://www.apar.com/wp-content/uploads/2021/02/2.-Letter-to-Independent-Directors.pdf</a>
c). Composition of various committees of Board of Directors	<b>Yes</b>	<a href="https://apar.com/wp-content/uploads/2022/01/Composition_of_Board_and_Committees_of_APAR.PDF">https://apar.com/wp-content/uploads/2022/01/Composition_of_Board_and_Committees_of_APAR.PDF</a>
d). Code of Conduct of Board of Directors and Senior Management personnel	<b>Yes</b>	<a href="https://www.apar.com/wp-content/uploads/2021/03/Apar-Code-of-Conduct.pdf">https://www.apar.com/wp-content/uploads/2021/03/Apar-Code-of-Conduct.pdf</a>
e). Details of establishment of vigil mechanism / Whistle Blower Policy	<b>Yes</b>	<a href="https://apar.com/wp-content/uploads/2021/05/Whistle-Blower-Policy-APAR.pdf">https://apar.com/wp-content/uploads/2021/05/Whistle-Blower-Policy-APAR.pdf</a>
f). Criteria of making payments to non-executive directors	<b>Yes</b>	<a href="https://www.apar.com/wp-content/uploads/2021/02/1.-Remuneration-and-Diversity-Policy.pdf">https://www.apar.com/wp-content/uploads/2021/02/1.-Remuneration-and-Diversity-Policy.pdf</a>
g). Policy on dealing with related party transactions	<b>Yes</b>	<a href="https://apar.com/wp-content/uploads/2022/02/Policy-on-Related-Party-Transaction_08.02.2022-FINAL">https://apar.com/wp-content/uploads/2022/02/Policy-on-Related-Party-Transaction_08.02.2022-FINAL</a>
h). Policy for determining 'material' subsidiaries	<b>Yes</b>	<a href="https://apar.com/wp-content/uploads/2021/05/12.-Apars-Policy-on-Material-Subsidiaries.pdf">https://apar.com/wp-content/uploads/2021/05/12.-Apars-Policy-on-Material-Subsidiaries.pdf</a>
i). Details of familiarization programmes imparted to independent directors	<b>Yes</b>	<a href="https://apar.com/wp-content/uploads/2021/02/3.-Familiarisation-Programmes-for-Independent-Directors.pdf">https://apar.com/wp-content/uploads/2021/02/3.-Familiarisation-Programmes-for-Independent-Directors.pdf</a>
j). Email address for grievance redressal and other relevant details	<b>Yes</b>	<a href="https://www.apar.com/investor/">https://www.apar.com/investor/</a>
k). Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	<b>Yes</b>	<a href="https://www.apar.com/investor/">https://www.apar.com/investor/</a>
l). Financial results	<b>Yes</b>	<a href="https://www.apar.com/investor/">https://www.apar.com/investor/</a>
m). Shareholding Pattern	<b>Yes</b>	<a href="https://www.apar.com/investor/">https://www.apar.com/investor/</a>
n). Details of agreements entered into with the media companies and/or their associates	<b>Yes</b>	<a href="https://www.apar.com/investor/">https://www.apar.com/investor/</a>
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to	<b>Yes</b>	<a href="https://www.apar.com/investor/">https://www.apar.com/investor/</a>
p) New name and the old name of the listed entity	<b>NA</b>	
q) Advertisements as per regulation 47 (1)	<b>Yes</b>	<a href="https://www.apar.com/investor/">https://www.apar.com/investor/</a>
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	<b>Yes</b>	<a href="https://apar.com/wp-content/uploads/2021/10/CREDIT_RATINGS.PDF">https://apar.com/wp-content/uploads/2021/10/CREDIT_RATINGS.PDF</a>
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	<b>Yes</b>	<a href="https://www.apar.com/investor/">https://www.apar.com/investor/</a>
<b>As per other regulations of the LODR:</b>		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	<b>Yes</b>	<a href="https://www.apar.com/investor/">https://www.apar.com/investor/</a>

b) Materiality Policy as per Regulation 30	<b>Yes</b>	<a href="https://apar.com/wp-content/uploads/2021/11/Policy_on_Materiality_of_Events_&amp;_its_Disclosures.pdf">https://apar.com/wp-content/uploads/2021/11/Policy_on_Materiality_of_Events_&amp;_its_Disclosures.pdf</a>
c) Dividend Distribution policy as per Regulation 43A (as applicable)	<b>Yes</b>	<a href="https://www.apar.com/wp-content/uploads/2021/02/4.-Policy-on-Dividend-Distribution.pdf">https://www.apar.com/wp-content/uploads/2021/02/4.-Policy-on-Dividend-Distribution.pdf</a>

***It is certified that these contents on the website of the listed entity are correct.***

## **II. Annual Affirmations**

<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) <small>refer note below</small></b>
Independent director(s) have been appointed in terms of specified criteria of 'Independence' and/or 'eligibility'	16(1)(b) & 25(6)	<b>Yes</b>
Board composition	17(1), 17(1A) & 17(1B)	<b>Yes</b>
Meeting of Board of Directors	17(2)	<b>Yes</b>
Quorum of board meeting	17(2A)	<b>Yes</b>
Review of Compliance Reports	17(3)	<b>Yes</b>
Plans for orderly succession for appointments	17(4)	<b>Yes</b>
Code of Conduct	17(5)	<b>Yes</b>
Fees / compensation	17(6)	<b>Yes</b>
Minimum Information	17(7)	<b>Yes</b>
Compliance Certificate	17(8)	<b>Yes</b>
Risk Assessment & Management	17(9)	<b>Yes</b>
Performance Evaluation of Independent Directors	17(10)	<b>Yes</b>
Recommendation of board	17(11)	<b>Yes</b>
Maximum number of directorship	17A	<b>Yes</b>
Composition of Audit Committee	18(1)	<b>Yes</b>
Meeting of Audit Committee	18(2)	<b>Yes</b>
Composition of nomination & remuneration Committee	19(1) & (2)	<b>Yes</b>
Quorum of Nomination and Remuneration Committee meeting	19(2A)	<b>Yes</b>
Meeting of Nomination & Remuneration Committee	19(3A)	<b>Yes</b>
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	<b>Yes</b>
Meeting of Stakeholder Relationship Committee	20 (3A)	<b>Yes</b>
Composition and role of risk management committee	21(1), (2), (3), (4)	<b>Yes</b>
Meeting of Risk Management Committee	21(3A)	<b>Yes</b>
Vigil Mechanism	22	<b>Yes</b>
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	<b>Yes</b>
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	<b>Yes</b>
Approval for material related party transactions	23(4)	<b>N.A.</b>
Disclosure of related party transactions on consolidated basis	23(9)	<b>Yes</b>
Composition of Board of Directors of unlisted material Subsidiary	24(1)	<b>N.A.</b>
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	<b>Yes</b>
Annual Secretarial Compliance Report	24(A)	<b>Yes</b>
Alternate Director to Independent Director	25(1)	<b>N.A.</b>
Maximum Tenure	25(2)	<b>Yes</b>
Meeting of independent directors	25(3) & (4)	<b>Yes</b>
Familiarization of independent directors	25(7)	<b>Yes</b>

Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to Code of Conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	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.

**III. Affirmations :**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

Sd/-  
**SANJAYA KUNDER**  
**(COMPANY SECRETARY)**

Place: Mumbai  
Date : 20.04.2022



**APAR INDUSTRIES LIMITED**  
**(CIN : L91110GJ1989PLC012802)**

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE HALF YEAR ENDED 31ST  
MARCH, 2022**

**ANNEXURE - IV**

**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.

**Name & Designation**

Sd/-

**Mr. Ramesh Iyer**

**CFO**

**Note:**

- 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;
  - by a government company to/ for the Government or government company
  - by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
  - by a banking company or an insurance company ; and
  - by the listed entity to its employees or directors as a part of the service conditions
- If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table..