



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

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE QUARTER ENDED DECEMBER 31, 2023**

Name of listed entity : APAR Industries Limited (BSE CODE - 532259 & NSE SYMBOL - APARINDS)  
Quarter ending : December 31, 2023

**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                  | 01-01-2023             | --                | --         | 21-02-1967    | 1   | 0  | 2  | 0  |
| Mrs.              | Nina Pradip Kapasi      | 02856816 | Non Executive - Independent  | 30-05-2014                  | 08-08-2019             | --                | 113 Months | 30-11-1959    | 1   | 1  | 1  | 1  |
| Mr.               | Chaitanya N Desai       | 00008091 | Executive  | 29-05-1993                  | 01-01-2023             | --                | --         | 15-07-1971    | 1   | 0  | 1  | 0  |
| Mr.               | Rajesh Narayan Sehgal   | 00048482 | Non-Executive Independent  | 24-04-2017                  | 12.08.2022             | --                | 77 Months  | 16-02-1971    | 1   | 1  | 2  | 1  |
| Mr.               | Rishabh Kushal Desai    | 08444660 | Non Executive - Non-Independent  | 07-05-2019                  | --                     | --                | --         | 16-05-1992    | 1   | 0  | 0  | 0  |
| Mr.               | Kaushal Jaysingh Sampat | 01932997 | Non-Executive Independent  | 31-01-2022                  | --                     | --                | 23 Months  | 20-10-1970    | 1   | 1  | 1  | 0  |
| Mrs.              | Nirupa Kiran Bhatt      | 02006089 | Non-Executive Independent  | 26-10-2023                  | --                     | --                | 2 Months   | 18-05-1954    | 1   | 1  | 1  | 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.

| 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 Pradip Kapasi     | Chairperson - Non - Executive - Independent                                  | 30-05-2014          | ---               |
|   |                                       | Mr. Kaushal Jaysingh Sampat | Non - Executive - Independent  | 03-11-2022          | ---               |
|   |                                       | Mr. Kushal N Desai          | Executive - Chairperson (Board)  | 30-05-2014          | ---               |
|   |                                       | Mr. Rajesh Narayan Sehgal   | Non - Executive - Independent  | 24-04-2017          | ---               |
| 2. Nomination and Compensation-cum-Remuneration Committee | YES                                   | Mr. Rajesh Narayan Sehgal   | Chairperson - Non - Executive - Independent                                  | 24-04-2017          | ---               |
|   |                                       | Mr. Kaushal Jaysingh Sampat | Non - Executive - Independent  | 03-11-2022          | ---               |
|   |                                       | Mrs. Nina Pradip 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 Pradip Kapasi     | Non - Executive - Independent  | 30-04-2019          | ---               |
|   |                                       | Mr. Rajesh Narayan Sehgal   | Non - Executive - Independent  | 30-04-2019          | ---               |
|   |                                       | Mr. Kaushal Jaysingh Sampat | Non - Executive - Independent  | 01-02-2022          | ---               |
|   |                                       | Mr. V. C. Diwadkar          | Financial Advisor- Member of the Management                                  | 30-04-2019          | ---               |
|   |                                       | Mr. Ramesh S. Iyer          | Chief Financial Officer- Member of the Management                            | 03-02-2022          | ---               |
|   |                                       | Mr. Vinayak K. Lele         | Sr. Vice President (Finance) - Member of the Management                      | 30-04-2019          | ---               |
|   |                                       | Mr. Samir H. Mehta          | Sr. Vice President (Commercial) - Member of the Management                   | 30-04-2019          | ---               |

|  |   |                                     |   |   |  |     |
|--|---|-------------------------------------|---|---|--|-----|
| 4. Share Transfer & Shareholders Grievance-cum-Stakeholders Relationship Committee   |   | YES                                 | Mr. Rajesh Narayan Sehgal                                     | Chairperson - Non - Executive - Independent                 | 03-11-2022   | --- |
|  |   |                                     | 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) |     |
| 28.07.2023   | 26.10.2023  | YES                                 | 6   | 3   | 27 days  |     |
| 28.09.2023   |   |                                     |   |   |  |     |
| * 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*  |     |
| 26.10.2023   | YES   | 4                                   | 3   | 28.07.2023  | 89 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   |   |                                     |   |   |  |     |
| 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/-<br>Sanjaya Kunder<br>(Company Secretary)                 |   |  |     |
| Date: 17.01.2024   |   |                                     |   |   |  |     |

### Details of Cyber Security Incidence

|   |    |
|---|----|
| Whether as per Regulation 27(2)(ba)of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter | No |
| Date of Event   |    |
| Brief details of Event  |    |