



# APAR

Tomorrow's solutions today

SEC/2305/2024

**By E-Filing**

May 23, 2024

National Stock Exchange of India Limited "Exchange Plaza", C-1, Block G, Bandra- Kurla Complex, Bandra (E), Mumbai - 400 051. <b>Scrip Symbol : APARINDS</b> <b>Kind Attn.: Listing Department</b>	BSE Limited Corporate Relations Department, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001. <b>Scrip Code : 532259</b> <b>Kind Attn. : Corporate Relationship Department</b>
---	--

**Sub. : Submission of Annual Secretarial Compliance Report for the Financial Year ended March 31, 2024 (2023-24)**

---

Dear Sir /Madam,

Pursuant to SEBI Circular no. CIR/CFD/CMD1/27/2019 dated February 8, 2019 and as per Regulation 24 A (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended from time to time, read with circulars issued by exchanges from time to time, please find enclosed herewith copy of the Annual Secretarial Compliance Report of the Company issued by M/s. H. M. Mehta & Associates, Practicing Company Secretaries, Vadodara, Gujarat, India for the financial year ended March 31, 2024 (2023-24). The same is also being uploaded at the website of the Company i.e. [www.apar.com](http://www.apar.com).

Kindly take the above information on record and oblige.

Thanking you,

Yours Faithfully,

**For APAR Industries Limited**

**(Sanjaya Kunder)**  
**Company Secretary**

**Encl. : As above**



**CS Hemang Mehta**  
**B.Com., LL.B (Special), F.C.S.**

**H. M. Mehta & Associates**  
**Company Secretaries**  
**(Peer Reviewed Firm)**

To,  
APAR Industries Limited,  
301, Panorama Complex,  
R. C. Dutt Road,  
Vadodara-390007,  
Gujarat, India.

**Sub: Annual Secretarial Compliance Report for the Financial Year 2023-24**

Dear Sirs/ Madam,

We have been engaged by APAR Industries Limited, (hereinafter referred to as the "Company") bearing CIN: L91110GJ1989PLC012802 whose equity shares are listed on National Stock Exchange of India Limited and BSE Limited to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time read with SEBI's Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and relevant circulars issued by the Securities and Exchange Board of India ("SEBI") from time to time and to issue the Annual Secretarial Compliance Report thereon.

It is responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with the provisions of all the applicable SEBI Regulations and Circulars/Guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the company with provisions of all applicable SEBI Regulations and Circulars / Guidelines issued from time to time and issue a report thereon. Our audit was conducted in accordance with Guidance note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.

The Annual Secretarial Compliance Report is enclosed.

**For H. M. Mehta & Associates**  
**Company Secretaries**

**HEMANG**  
**MEHTA**

Digitally signed by HEMANG MEHTA  
DN: cn=PERSONAL,  
pseudoym=8e345c49fcb4a0d9ebda4  
d74cfaa1b,  
2.5.4.20=8e345c49fcb4a0d9ebda4  
cb0eb97c516924b07a5a29d1a697fcb86  
20c051, postalCode=390007,  
st=GUJARAT,  
serialNumber=6a7d3f50484d4f2b90844  
3480a4132195a74806992a772263a74f  
6e889522e06, cn=HEMANG MEHTA  
Date: 2024.05.23 10:55:54 +05'30'

Hemang Mehta  
Proprietor  
FCS No.: 4965  
C. P. No.: 2554  
Peer Review No.: 1184/2021

**Place: Vadodara**  
**Date: 23.05.2024**

SECRETARIAL COMPLIANCE REPORT OF APAR INDUSTRIES LIMITED  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2024

1. I, Hemang Mehta, Proprietor of H. M. Mehta & Associates, Practicing Company Secretaries have examined:

- a) all the documents and records made available to me and explanation provided by APAR Industries Limited (“the listed entity”),
- b) the filings / submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document / filing, as may be relevant, which has been relied upon to make this report,

for the financial year ended 31<sup>st</sup> March, 2024 (“**Review Period**”) in respect of compliance with the provisions of

- a) the Securities and Exchange Board of India Act, 1992 (“**SEBI Act**”) and the Rules; Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 (“**SCRA**”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“**SEBI**”);

2. The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include: -

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **Not Applicable during the review period**
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; - **Not Applicable during the audit period**
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; - **Not Applicable during the audit period**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 / 2018;

and circulars/ guidelines issued thereunder;

Based on the above examination, I hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation / Circular No.	Deviations	Action taken by	Type of action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary (PCS)	Management Response	Remarks
					Advisory/ Clarification/ Fine/ Show Cause Notice/ Warning, etc.					
<b>NIL</b>										

- b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in previous reports) (PCS)	Observations made in the Secretarial compliance report for the year ended ..... (the years are to be mentioned)	Compliance Requirement (Regulations/ circulars/ guidelines including specific clauses)	Details of violation / Deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
<b>There was no such observation in the previous report.</b>						

3. I hereby report that, during the Review Period, the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes / No / NA)	Observations / Remarks by PCS*
1.	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	None
2.	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</li> <li>• All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations / circulars / guidelines issued by SEBI.</li> </ul>	Yes	None
3.	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website.</li> <li>• Timely dissemination of the documents/ information under a separate section on the website.</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s) / section of the website.</li> </ul>	Yes	None

4.	<b>Disqualification of Director:</b> None of the Director(s) of the listed entity is / are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	None
5.	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b> a) Identification of material subsidiary companies. b) Disclosure requirement of material as well as other subsidiaries.	a) Not applicable b) Not applicable	a) The listed entity does not have any material subsidiary. b) None
6.	<b>Preservation of Documents:</b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	None
7.	<b>Performance Evaluation:</b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year / during the financial year as prescribed in SEBI Regulations.	Yes	None
8.	<b>Related Party Transactions:</b> a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or b) In case no prior approval has been obtained, the listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit Committee.	a) Yes b) Not applicable	a) None b) None
9.	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10.	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or) <del>The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.</del>	No action taken.	None
12.	<b>Resignation of statutory auditors from the listed entity or its material subsidiaries:</b> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	Not applicable	None

13.	<b>Additional Non-compliances, if any:</b> No additional non-compliance observed for any SEBI regulation / circular / guidance note etc. except as reported above.	No non-compliances observed.	None
-----	---	------------------------------	------

\* Observations / Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

4. During the year under review, there was one instance of violation of Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Code of Internal Procedures and Conduct for regulating, monitoring and reporting of trading by Designated Persons framed by the Company. The said violation was done by a designated person of the Company. The Company had sought explanation / clarification for the above violation from the said designated person. Subsequently, it was brought to the notice of the Share Transfer & Shareholders Grievance – cum – Stakeholders Relationship Committee (the Committee) and Board of Directors as well, at their respective meetings. The reported violation being the first instance inadvertently done by the designated Person, the Company had issued strict warning letter to the said designated person to refrain from dealing in Shares of the Company in any manner during Closure of Trading Window and adhere to the Code framed by the Company and also reported the said matter to the stock exchanges.

**Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**Place: Vadodara**  
**Date: 23.05.2024**

**For H. M. Mehta & Associates**  
**Company Secretaries**

**HEMANG**  
**MEHTA**

Digitally signed by HEMANG MEHTA  
DN: c=IN, o=PERSONAL,  
pseudoym=de345466c1b4009ebda4d7  
4c71a41b,  
2.5.4.20=496d3e874ca30d29492c2e01bcb0  
4807c51052402763a2014676f6e620a31  
, postalCode=390007, st=GUJARAT,  
serialNumber=647131508464123888434  
52a413119574804592772263a746e869  
532b06, cn=HEMANG MEHTA  
Date: 2024.05.23 10:56:15 +05'30'

Hemang Mehta  
Proprietor  
FCS No.: 4965  
C. P. No.: 2554  
Peer Review No.: 1184/2021  
UDIN: F004965F000428201