

SEC/2005/2022

By E-Filing

20th May, 2022

National Stock Exchange of India Ltd. "Exchange Plaza", C-1, Block G, Bandra- Kurla Complex, Bandra (E), Mumbai - 400 051. Scrip Symbol : APARINDS	BSE Ltd. Corporate Relationship Department, 27 th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001. Scrip Code : 532259
Kind Attn. : The Manager, Listing Dept.	Kind Attn. :Corporate Relationship Dept.

Dear Sir /Madam,

Sub. : Submission of Annual Secretarial Compliance Report for the Financial Year ended 31st March, 2022 (2021-22)

Pursuant to SEBI Circular no. CIR/CFD/CMD1/27/2019 dated February 8, 2019 and as per amended Regulation 24A(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 31st March, 2022 (2021-22). The same is being also uploaded at the website of the Company i.e. 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



**SECRETARIAL COMPLIANCE REPORT OF APAR INDUSTRIES LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022**

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 certification,

for the financial year ended 31st March, 2022 ("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");

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; - **Not Applicable during the review period**
- 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) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not Applicable during the review period**
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; - **Not Applicable during the review 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;
- k) During the financial year under review, the reporting of clauses 6(A) and 6(B) of the circular issued by the Securities and Exchange Board of India bearing no.: CIR/CFD/CMD1/114/2019 dated 18th October, 2019 on "resignation of statutory auditors from the listed entities and their material subsidiaries" is not applicable.

and circulars/ guidelines issued thereunder;

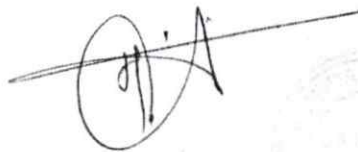
and based on the above examination and considering the relaxations granted by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI) warranted due to the spread of the COVID-19 pandemic, I hereby report that, during the Review Period:

- 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)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	NIL	NIL	NIL
Not Applicable during the review period			

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars / guidelines issued thereunder insofar as it appears from my examination of those records.
- c) The following are the details of actions taken against the listed entity / its promoters / directors / ~~material subsidiaries~~ either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts / Regulations and circulars / guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ Remarks of the Practicing Company Secretary, if any
	NIL	NIL	NIL	NIL
Not Applicable during the review period				




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



Sr. No.	Observations of the Practicing Company Secretary in previous reports	Observations made in the Secretarial Compliance Report for the year ended 31 st March, 2022	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable during the review period				

- e) During the year under review, there had been three instances for violations 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. In first instance, violation was done by an employee and in second instance, it was done by immediate relative of an employee of the Company. The Company had sought explanation/clarification for the aforesaid violations. Both the cases were 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 violations being the first instances inadvertently done by the Designated Persons, the listed entity (Company) had issued them strict warning letters and also reported the said matter to the stock exchanges.

In the third instance, the violation was done by immediate relative of an employee of the Company who violated the provisions of the Code and submitted apology letter along with contract note which shall be placed before the ensuing Committee and Board Meeting.

Place: Vadodara
Date: 19.05.2022

For H. M. Mehta & Associates
Company Secretaries



Hemang Mehta
Proprietor

FCS No.: 4965

C. P. No.: 2554

UDIN: F004965D000347527

ANNEXURE TO SECRETARIAL COMPLIANCE REPORT

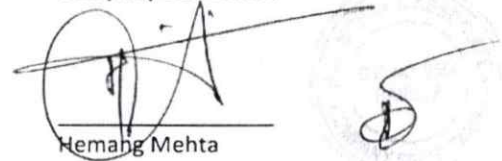
To,
The Members
APAR Industries Limited

The Secretarial Compliance Report of even date is to be read along with this letter.

1. Maintenance of secretarial records under regulations, circulars and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act) and the Securities Contracts (Regulation) Act, 1956 (SCRA), rules made thereunder and regulations, circulars and guidelines issued thereunder by SEBI, is the responsibility of the management of the listed entity. Our responsibility is to express an opinion on these records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of these records. The verification was done to ensure that correct facts are reflected in the said records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Account of the listed entity.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of SEBI Act and SCRA, and regulations, circulars and guidelines prescribed thereunder, is the responsibility of management. Our examination was limited to the verification of documents and records made available to us and explanations provided to us with respect to the practices and processes followed in matters relating to this Report.
6. The Secretarial Compliance Report 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: 19.05.2022

For H. M. Mehta & Associates
Company Secretaries



Hemang Mehta
Proprietor

FCS No.: 4965
C. P. No.: 2554

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