

CORPORATE GOVERNANCE REPORT

1. NAME OF LISTED ENTITY : **PAR DRUGS AND CHEMICALS LIMITED**

2. QUARTER ENDING : **30-Sep-2023**

i. **Composition Of Board Of Director**

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non-Executive/ Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17 (1A) of Listing Regulations]	Date of passing special resolution	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)]	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	FALGUN VALLABHBHAI SAVANI	00198236	ANNP54712R	C & ED	MD	26-Feb-1999	26-Nov-2018		60	24-Sep-1974	No				Active	NA		1	0	1	0	AC	
Mr.	JIGNESH VALLABHBHAI SAVANI	00198203	ANNP54633D	ED	CEO	26-Feb-1999	26-Nov-2018		60	15-Dec-1977	No				Active	NA		1	0	1	0	SC	
Mr.	GHANSHAYAMBHAI BHAGVANBHAI SAVANI	03055941	BBXPS2086P	ED		01-Apr-2012	26-Nov-2018		60	01-Aug-1970	No				Active	NA		1	0	0	0		
Mr.	PRAVIN MANJIBHAI BHAYANI	08332851	AEHPB9419F	ID		17-Jan-2019	09-Feb-2019		60	22-Sep-1971	No				Active	Yes	16-Sep-2023	1	1	2	2	AC,SC,NRC	
Mrs.	KRISHNA MITULBHAI SHAH	08317678	AYVPS5214R	ID		17-Jan-2019	09-Feb-2019		60	21-Jul-1979	No				Active	Yes	16-Sep-2023	1	1	2	0	AC,SC,NRC	
Mrs.	KAJAL CHINTANBHAI VAGHANI	08317641	ADAPV9417H	ID		17-Jan-2019	09-Feb-2019		60	08-Nov-1979	No				Active	Yes	16-Sep-2023	1	1	1	0	AC	
Mrs.	BINTAL BHAVESHKUMAR SHAH	08893054	AEWPB9591F	ID		28-Sep-2020	29-Sep-2021		60	18-Dec-1975	No				Active	Yes	29-Sep-2021	1	1	0	0		
Mrs.	NAYNA JIGNESH SAVANI	00198189	AAPPT9658L	NED		02-Feb-2018	29-Sep-2021		60	03-Nov-1978	No				Active	NA		1	0	0	0	NRC	

Company Remarks	(a)Mr. Jignesh V. Savani, who retires by rotation, re-appointed on 16.09.2023.(b)Mr. Pravin M. Bhayani, Mrs. Krishna M. Shah and Mrs. Kajal C. Vaghani,Independent Directors, re-appointed for Five consecutive years w.e.f. 17.01.2024 to 16.01.2029 (c)Mr. Falgun V. Savani - Chairman & Managing Director, Mr. Ghanshayambhai B.Savani- Wholetime Director, and Mr. Jignesh V.Savani - CEO of the Company, re-appointed for Five years w.e.f. 26.11.2023 to 25.11.2028.
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

ii. Composition of Committees

a. Audit Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	PRAVIN MANJIBHAI BHAYANI	ID	Chairperson	27-Feb-2019	
2	FALGUN VALLABHBHAI SAVANI	C & ED	Member	27-Feb-2019	
3	KAJAL CHINTANBHAI VAGHANI	ID	Member	27-Feb-2019	
4	KRISHNA MITULBHAI SHAH	ID	Member	07-Oct-2019	

Company Remarks	
Whether Regular chairperson appointed	Yes

b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	PRAVIN MANJIBHAI BHAYANI	ID	Chairperson	27-Feb-2019	
2	KRISHNA MITULBHAI SHAH	ID	Member	27-Feb-2019	
3	JIGNESH VALLABHBHAI SAVANI	ED	Member	27-Feb-2019	

Company Remarks	
Whether Regular chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
----- Not Applicable -----					

Company Remarks	Not Applicable
Whether Regular chairperson appointed	No

d. Nomination and Remuneration Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	PRAVIN MANJIBHAI BHAYANI	ID	Chairperson	27-Feb-2019	
2	KRISHNA MITULBHAI SHAH	ID	Member	27-Feb-2019	
3	NAYNA JIGNESH SAVANI	NED	Member	27-Feb-2019	

Company Remarks	
Whether Regular chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	No. of Independent Directors attending the meeting
27-Apr-2023	Yes	8	8	4
03-Aug-2023	Yes	8	8	4
17-Aug-2023	Yes	8	8	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	97

iv. **Meeting of Committees**

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	27-Apr-2023	Yes	4	4	3	0
Audit Committee	03-Aug-2023	Yes	4	3	2	0
Audit Committee	16-Aug-2023	Yes	4	3	2	0
Stakeholders Relationship Committee	16-Aug-2023	Yes	3	3	2	0
Nomination & Remuneration Committee	16-Aug-2023	Yes	3	3	2	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	97

v. **Related Party Transactions**

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</i>
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
--	--

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 1000 listed entities) - **Not applicable**
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. - **Yes**
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.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

No Comments

Name : **Mr. Falgun V. Savani**
Designation : **Managing Director**
Date : **14/10/2023**
Place : **Vadodara**

ANNEXURE III

Affirmations

Broad Heading	Regulation Number	Compliance Status	Company Remark
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)	Yes	
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:

We are not amongst top one thousand listed entities, hence business responsibility report is not applicable to our Company.

Name : Mr. Falgun V. Savani
Designation : Managing Director
Date : 14/10/2023
Place : Vadodara

ANNEXURE IV

“ Note: No any Loan, Guarantee, Comfort Letters, Securities given by the company directly or indirectly hence Not Applicable”

%symbol%	%companyName%	%quarterEnded%
----------	---------------	----------------

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

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

(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)
<i>Promoter or any other entity controlled by them</i>	-	-	-

<i>Promoter Group or any other entity controlled by them</i>	-	-	-
<i>Directors (including relatives) or any other entity controlled by them</i>	-	-	-
<i>KMPs or any other entity controlled by them</i>	-	-	-

(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
<i>Promoter or any other entity controlled by them</i>	-	-	-
<i>Promoter Group or any other entity controlled by them</i>	-	-	-
<i>Directors (including relatives) or any other entity controlled by them</i>	-	-	-
<i>KMPs or any other entity controlled by them</i>	-	-	-

(D) If the Listed Entity would like to provide any other information the same may be indicated here

-

Affirmations	
<i>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</i>	
Company Remarks in case of non-compliant status	-

Name : Mr. Falgun V. Savani
Designation : Managing Director
Date : 14/10/2023
Place : Vadodara