

CORPORATE GOVERNANCE REPORT

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

2. QUARTER ENDING : **31-Dec-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 | | C & ED | MD | 26-Feb-1999 | 26-Nov-2023 | | 60 | 24-Sep-1974 | No | | | | Active | NA | 16-Sep-2023 | 1 | 0 | 1 | 0 | AC | |
| Mr. | JIGNESH VALLABHBHAI SAVANI | 00198203 | | ED | CEO | 26-Feb-1999 | 26-Nov-2023 | | 60 | 15-Dec-1977 | No | | | | Active | NA | 16-Sep-2023 | 1 | 0 | 1 | 0 | SC | |
| Mr. | GHANSHAYAMBHAI BHAGVANBHAI SAVANI | 03055941 | | ED | | 01-Apr-2012 | 26-Nov-2023 | | 60 | 01-Aug-1970 | No | | | | Active | NA | 16-Sep-2023 | 1 | 0 | 0 | 0 | | |
| Mr. | PRAVIN MANJIBHAI BHAYANI | 08332851 | | ID | | 17-Jan-2019 | 09-Feb-2019 | | 60 | 22-Sep-1971 | No | | | | Active | NA | 16-Sep-2023 | 1 | 1 | 2 | 2 | AC,SC,NRC | |
| Mrs. | KRISHNA MITULBHAI SHAH | 08317678 | | ID | | 17-Jan-2019 | 09-Feb-2019 | | 60 | 21-Jul-1979 | No | | | | Active | NA | 16-Sep-2023 | 1 | 1 | 2 | 0 | AC,SC,NRC | |
| Mrs. | KAJAL CHINTANBHAI VAGHANI | 08317641 | | ID | | 17-Jan-2019 | 09-Feb-2019 | | 60 | 08-Nov-1979 | No | | | | Active | NA | 16-Sep-2023 | 1 | 1 | 1 | 0 | AC | |
| Mrs. | BINTAL BHAVESHKUMAR SHAH | 08893054 | | ID | | 28-Sep-2020 | 29-Sep-2021 | | 60 | 18-Dec-1975 | No | | | | Active | NA | 29-Sep-2021 | 1 | 1 | 0 | 0 | | |
| Mrs. | NAYNA JIGNESH SAVANI | 00198189 | | NED | | 02-Feb-2018 | 29-Sep-2021 | | | 03-Nov-1978 | No | | | | Active | NA | | 1 | 0 | 0 | 0 | NRC | |

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| 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 | |

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|---------------------------------------|-----|
| 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 | |

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|---------------------------------------|-----|
| 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 ----- | | | | | |

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|---------------------------------------|----------------|
| 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 | |

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|---------------------------------------|-----|
| 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 |
|---|--|---|--|--|
| 03-Aug-2023 | Yes | 8 | 8 | 4 |
| 17-Aug-2023 | Yes | 8 | 8 | 4 |
| 28-Oct-2023 | Yes | 8 | 7 | 3 |

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| Company Remarks | |
| Maximum gap between any two consecutive (in number of days) | 71 |

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 | 03-Aug-2023 | Yes | 4 | 3 | 2 | 0 |
| Audit Committee | 16-Aug-2023 | Yes | 4 | 3 | 2 | 0 |
| Audit Committee | 28-Oct-2023 | Yes | 4 | 4 | 3 | 0 |
| Stakeholders Relationship Committee | 16-Aug-2023 | Yes | 3 | 3 | 2 | 0 |
| Nomination & Remuneration Committee | 16-Aug-2023 | Yes | 3 | 3 | 2 | 0 |

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| Company Remarks | |
| Maximum gap between any two consecutive (in number of days) [Only for Audit Committee] | 72 |

v. **Related Party Transactions**

| <i>Subject</i> | <i>Compliance status (Yes/No/NA)</i> | <i>Remark</i> |
|--|--------------------------------------|---------------|
| Whether prior approval of audit committee obtained | Not Applicable | |
| 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 | |

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

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|-------------|
| No Comments |
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Details of cyber security incidence

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|---|-----------|
| 1. 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 |
| 2. Date of the Event | - |
| 3. Brief details of the event | - |

Name : Mr. Falgun V. Savani
Designation : Managing Director
Date : 18/01/2024
Place : Vadodara