

ANNUAL REPORT **2014-15**



POWERING AHEAD!

57 YEARS OF POWERFUL PERFORMANCE
"TOMORROW'S PROGRESS TODAY"



APAR INDUSTRIES LTD.

Forward-looking statement

In this Annual Report we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in assumptions.

The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward looking statements, whether as a result of new information, future events or otherwise.



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Corporate Information

Board of Directors

Dr. N. D. Desai	Chairman
Dr. N. K. Thingalaya	Independent Director
Mr. F. B. Virani	Independent Director
Mr. Kushal N. Desai	Managing Director
Mr. C. N. Desai	Managing Director
Mr. Rajesh Sehgal	Non-Executive Investor Director
Mr. Suyash Saraogi	Independent Director, w.e.f. 30th May, 2014
Mrs. Nina Kapasi	Independent Director, w.e.f. 30th May, 2014

Audit Committee

Dr. N. K. Thingalaya	Chairman
Mr. F. B. Virani	
Mr. Rajesh Sehgal	
Mr. Kushal N. Desai	w.e.f. 30th May, 2014
Mr. Suyash Saraogi	w.e.f. 30th May, 2014
Mrs. Nina Kapasi	w.e.f. 30th May, 2014

Auditors

M/s. Sharp & Tannan
Chartered Accountants, Mumbai.

Chief Financial Officer

Mr. V.C. Diwadkar

Company Secretary

Mr. Sanjaya Kunder

Bankers

- | | | |
|---------------------------|---|----------------------------|
| ■ Union Bank of India | ■ Syndicate Bank | ■ Kotak Mahindra Bank Ltd. |
| ■ IDBI Bank Limited | ■ ICICI Bank Ltd. | ■ State Bank of India |
| ■ Standard Chartered Bank | ■ Indian Bank | ■ Bank of Baroda |
| ■ Axis Bank Ltd. | ■ Credit Agricole – Corporate & Investment Bank | |
| ■ Bank of India | | |

Registered Office

301, Panorama Complex,
R. C. Dutt Road,
Vadodara – 390 007 (Gujarat).
Tel : (+91) (0265) 2339906, 2331935
Fax : (+91) (0265) 2330309
E-mail : com_sec@apar.com
Website : www.apar.com
CIN : L91110GJ1989PLC012802

Corporate Office

Apar House, Bldg. No. 5, Corporate Park,
Sion – Trombay Road, Chembur,
Mumbai – 400 071.
Tel : (+91) (022) 25263400, 67800400
Fax : (+91) (022) 25246326
E-mail : corporate@apar.com
Website : www.apar.com

Registrar & Share Transfer Agent

M/s. MCS Share Transfer Agent Limited
Neelam Apartment, 88, Sampatrao
Colony, Chhapan Bhog,
Alkapuri, Vadodara – 390 007 (Gujarat).
Tel : (+91) (0265) 2339397, 2350490
Fax : (+91) (0265) 2341639
E-mail : mcslttdbaroda@yahoo.com
Website : www.mcsdel.com
CIN : U67120WB2011PLC165872



Financial Highlights for last five years (Consolidated)

(₹ in crore)

Particulars	2014-15	2013-14	2012-13	2011-12	2010-11
PROFIT AND LOSS ACCOUNT DATA :					
Sales (Net of Excise)	5,122	4,633	4,651	3,595	3,033
% of Growth	11	[0]	29	19	36
Exports	1,673	1,555	1,413	1,025	744
Materials, Operating and other costs	4,791	4,269	4,282	3,332	2,775
Employee cost	79	67	57	48	40
Depreciation	31	27	24	22	21
Interest and Discounting charges	150	145	135	116	45
Profit before tax, exceptional & Extraordinary Items	73	129	155	79	154
% of Growth	(44)	(16)	97	(49)	51
Taxation	23	39	40	3	58
Profit after tax (PAT)	50	90	115	76	96
Exceptional items	0	1	5	2	-
Minority interest (Profit) / Loss	0	(0)	(1)	(1)	(1)
Balance of Profit	50	89	109	73	95
% of Growth	(44)	(19)	50	(23)	290
BALANCE SHEET DATA :					
Share Capital	38	38	38	38	32
Reserves & Surplus	691	658	588	485	319
Net worth	730	696	626	523	351
Minority interest	1	2	2	1	1
Loan Funds	361	314	135	210	136
Deffered Tax (Net)	27	22	10	13	9
Total Liabilities	1,120	1,034	773	747	497
Gross Block	603	541	436	355	328
Net Block	383	356	288	207	184
Investments including Goodwill on Consolidation	22	21	21	0	0
Net Current assets	715	657	464	540	312
Total Assets	1,120	1,034	773	747	497
KEY RATIOS :					
PAT to Sales (%)	0.97	1.91	2.35	2.03	3.14
Return on Net Worth (%)	6.98	13.54	19.86	17.15	30.03
Asset Turns (Revenue to total Assets)	1.76	1.76	2.06	1.91	2.05
Return on Capital Employed (%)	20.67	30.43	38.10	31.23	41.75
Debt to Equity Ratio	0.15	0.13	0.08	0.13	0.21
Earning per Equity Share (Basic) ₹	12.87	23.30	28.45	19.15	29.48
Rate of dividend % p.a.	35%	52.50%	52.50%	40%	60%
Book value per Equity Share ₹	189.58	180.72	162.62	136.03	108.68
Share Price as on 31st March (BSE)	370.10	144.70	108.45	161.85	214.90



NOTICE

NOTICE is hereby given that the **TWENTY SIXTH** Annual General Meeting of the Equity Shareholders of **APAR INDUSTRIES LIMITED** will be held in the **Auditorium of the Vanijya Bhavan, Central Gujarat Chamber of Commerce, Race Course Circle, Vadodara – 390 007** on **Friday, the 7th August, 2015 at 2.15 P.M.** to transact the following business :

Ordinary Business :

1. To receive, consider and adopt the Audited Financial statements of the Company including Consolidated Financial statements comprising the Balance Sheet as at March 31, 2015 and the Statement of Profit and Loss and Cash flow for the year ended on that date together with Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on the Equity Shares of the Company.
3. To appoint a Director in place of Mr. Kushal N. Desai (DIN – 00008084), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business :

4. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, M/s. Sharp & Tannan, Chartered Accountants, (Reg. No. 109982W), be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting, till the conclusion of the 31st Annual General Meeting, subject to ratification by the Members at every Annual General Meeting, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit."

5. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and pursuant to the recommendation made by Nomination and Compensation-cum-Remuneration Committee of the Board of Directors of the Company and approval by the Board of Directors of the Company, **Mr. Kushal N. Desai** (DIN 00008084) be and is hereby re-appointed as Managing Director and Chief Executive Officer (CEO) of the Company to act as such, for a further period of three years from 1st January, 2015 to 31st December, 2017, with substantial powers of management as of a Managing Director, as defined under Section 2(54) of

the said Act, but subject to the superintendence, direction and control of the Board of Directors of the Company; on salary, perquisites and commission as laid down below with power to the Board of Directors / Committee authorised by the Board to vary, alter or determine the remuneration, terms of appointment thereon, from time to time:

1. Salary:

Rs. 350,000/- per month effective from 1st January, 2015 with annual increase of 10% each following year calculated on salary previously drawn.

2. Perquisites:

In addition to the above salary, he will be entitled to the following perquisites.

Unless the context otherwise requires, perquisites are classified into three categories as follows :

Category "A"

- (i) Unfurnished residential accommodation or House Rent Allowance upto 100 % of basic salary in lieu of housing accommodation.

Besides the rent of unfurnished residential accommodation, expenditure for taxes, levies, repairs, maintenance, society charges, security charges etc. incurred by the Company as tenant of the residential premises hired by the Company and provided to the director will also be considered as perquisite to the said director.

- (ii) The Company will also pay for utilities like power, gas, water, staff, etc. used / availed by the said director at his residence, as may be permissible under law from time to time.

- (iii) The Company shall give / provide, leave travel assistance for self and family, medical reimbursement for self and family, club fees, personal accident insurance, and any other allowance or reimbursement as may be agreed upon between the Director and the Company, from time to time.

Provided that the above perquisites shall be valued as per the Income-tax norms / rules, wherever applicable. In the absence of any such rules, the perquisites and allowances shall be evaluated at actual cost.

Category "B"

- (a) Contribution to provident fund and superannuation fund in accordance with the rules of the Company to the extent that these are not taxable under the Income-tax Act, 1961.
- (b) Gratuity payable as per the Company's rules at the end of the tenure.



- (c) Encashment of unutilised leave as per Company's rules.

However, the above will not be included in the computation of ceiling on remuneration as specified in Section II and Section III of Schedule V of the Companies Act, 2013.

Category "C"

Motor Vehicle with driver for use on Company's business and telephone / mobile phones / other communication facility at residence will not be considered as perquisites.

In accordance with the provisions of Section 192(1A) read with Section 17 of the Income Tax Act, 1961, the Company shall bear and pay due income tax at applicable rates on the perquisite value as per the Income Tax Act / Rules in respect of non-monetary perquisites provided to the above Director.

3. Commission :

In addition to the above salary and perquisites, he shall also be entitled to annually receive Commission upto 1 % of Net Profit of the Company in a particular financial year as may be determined under the provisions of Section 198 and other applicable provisions of the Act and be paid such commission pursuant to the recommendation of Nomination and Compensation-cum-Remuneration Committee of Directors of the Company.

Provided the aggregate amount of remuneration covering basic salary, perquisites, and commission payable to the said director and in aggregate to all such Directors should not exceed the prescribed percentages of the Net Profit of the Company in each year as provided under Section 197 read with Schedule V of the Companies Act, 2013 as may be in force from time to time.

FURTHER RESOLVED THAT in the event of absence or inadequacy of profit in any financial year during the currency of tenure, he shall be paid remuneration by way of salary, perquisites and other allowances as specified above as Minimum Remuneration restricted, however, to the ceiling specified in the amended Section II of Part II of Schedule V of the Act as may be in force from time to time.

6. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and pursuant to the recommendation made by Nomination and Compensation-cum-Remuneration Committee of the Board of Directors of the Company and approval by the Board of Directors of the Company, **Mr. Chaitanya N. Desai** (DIN 00008091) be and is hereby re-appointed as Joint Managing Director

of the Company from 1st January, 2015 to 31st January, 2015 and from 1st February, 2015 to 31st December, 2017 as Managing Director of the Company, to act as such, for a further period of three years from 1st January, 2015 to 31st December, 2017, with substantial powers of management as of a Managing Director, as defined under Section 2(54) of the said Act, but subject to the superintendence, direction and control of the Board of Directors of the Company; on salary, perquisites and commission as laid down below with power to the Board of Directors / Committee authorised by the Board to vary, alter or determine the remuneration, terms of appointment thereon, from time to time:

1. Salary:

Rs. 350,000/- per month effective from 1st January, 2015 with annual increase of 10% each following year calculated on salary previously drawn.

2. Perquisites:

In addition to the above salary, he will be entitled to the following perquisites.

Unless the context otherwise requires, perquisites are classified into three categories as follows :

Category "A"

- (i) Unfurnished residential accommodation or House Rent Allowance upto 100 % of basic salary in lieu of housing accommodation.

Besides the rent of unfurnished residential accommodation, expenditure for taxes, levies, repairs, maintenance, society charges, security charges etc. incurred by the Company as tenant of the residential premises hired by the Company and provided to the director will also be considered as perquisite to the said director.

- (ii) The Company will also pay for utilities like power, gas, water, staff, etc. used / availed by the said director at his residence, as may be permissible under law from time to time.

- (iii) The Company shall give / provide, leave travel assistance for self and family, medical reimbursement for self and family, club fees, personal accident insurance, and any other allowance or reimbursement as may be agreed upon between the Director and the Company, from time to time.

Provided that the above perquisites shall be valued as per the Income-tax norms / rules, wherever applicable. In the absence of any such rules, the perquisites and allowances shall be evaluated at actual cost.

Category "B"

- (a) Contribution to provident fund and superannuation fund in accordance with the rules of the Company to the extent that these are not taxable under the Income-tax Act, 1961.
- (b) Gratuity payable as per the Company's rules at the end of the tenure.



- (c) Encashment of unutilised leave as per Company's rules.

However, the above will not be included in the computation of ceiling on remuneration as specified in Section II and Section III of Schedule V of the Companies Act, 2013.

Category "C"

Motor Vehicle with driver for use on Company's business and telephone / mobile phones / other communication facility at residence will not be considered as perquisites.

In accordance with the provisions of Section 192(1A) read with Section 17 of the Income Tax Act, 1961, the Company shall bear and pay due income tax at applicable rates on the perquisite value as per the Income Tax Act / Rules in respect of non-monetary perquisites provided to the above Director.

3. Commission:

In addition to the above salary and perquisites, he shall also be entitled to annually receive Commission upto 1% of Net Profit of the Company in a particular financial year as may be determined under the provisions of Section 198 and other applicable provisions of the Act and be paid such commission pursuant to the recommendation of Nomination and Compensation-cum-Remuneration Committee of Directors of the Company.

Provided the aggregate amount of remuneration covering basic salary, perquisites, and commission payable to the said director and in aggregate to all such Directors should not exceed the prescribed percentages of the Net Profit of the Company in each year as provided under Section 197 read with Schedule V of the Companies Act, 2013 as may be in force from time to time.

FURTHER RESOLVED THAT in the event of absence or inadequacy of profit in any financial year during the currency of tenure, he shall be paid remuneration by way of salary, perquisites and other allowances as specified above as Minimum Remuneration restricted, however, to the ceiling specified in the amended Section II of Part II of Schedule V of the Act as may be in force from time to time."

7. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 148 (3) and all other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. T. M. Rath, the Cost Auditor having Membership No. 3964, appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2016 be confirmed and be paid remuneration not exceeding Rs 1,20,000/-.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Registered Office :
301, Panorama Complex,
R. C. Dutt Road,
Vadodara - 390 007, Gujarat.

**By Order of the Board,
For Apar Industries Limited**

Place : Mumbai
Date : May 14, 2015.

**Sanjaya Kunder
Company Secretary**

NOTES :

1. **A member entitled to attend and vote is also entitled to appoint a proxy or proxies to attend and, on a poll, to vote instead of himself/herself. Such a proxy need not be a member of the company. The proxy form duly completed and signed should be deposited at the company's registered office not less than 48 hours before the commencement of the meeting.**

A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Members are requested to bring their attendance slip along with their copy of the annual report to the Meeting.
3. Members are requested to note that the Company's equity shares are under compulsory demat trading for all investors, as per the provisions of the SEBI Circular dated May 29, 2000. Members are, therefore, advised in their own interest to dematerialise their shareholding to avoid inconvenience.

4. The Register of Members and Share Transfer Books for the Equity Shares of the Company shall remain closed from **Saturday, 1st August, 2015 to Friday, 7th August, 2015**, both days inclusive.
5. Members desirous of obtaining information / details about the accounts, are requested to write to the Company at least one week before the meeting, so that proper information can be made available at the time of meeting.
6. Members holding shares in electronic form may note that bank particulars registered against their depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Transfer Agents, M/s. MCS Share Transfer Agent Ltd. (MCS) cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates among others. Such changes are to be advised only to the Depository Participant of the members with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / MCS.



7. The brief details of Directors seeking appointment / re-appointment at the ensuing Annual General Meeting as required in terms of Clause 49 of the Listing Agreement of the Stock Exchanges are also annexed hereto and forming part of the Notice.
8. The relative Explanatory Statements pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting are annexed hereto.
9. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Registered Office of the Company during Office hours on all working days except Sundays between 11.00 A.M. and 4.00 P.M. up to the date of the ensuing Annual General Meeting and at the meeting, during the meeting hours.
10. Corporate Members intending to send their Authorised Representative(s) to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorising their representative (s) to attend and vote on their behalf at the Meeting.
11. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956 (which are still applicable as the relevant sections under the Companies Act, 2013 are yet to be notified), the amounts of dividend remaining unpaid or unclaimed for a period of seven years from the date of its transfer to the Unpaid Dividend Accounts of the Company are required to be transferred to the Investor Education and Protection Fund (IEPF) set up by the Government of India and, thereafter, no payments shall be made by the Company or by the IEPF in respect of any such amounts. The amount of unpaid / unclaimed final dividend upto the financial year ended March 31, 2007 and the Interim Dividend for 2007-08 on equity shares paid on 19.11.2007 have been transferred to IEPF. The unpaid / unclaimed Dividend amount of Equity Shares of the Company paid on 05.09.2008 (Final Dividend – 2007-08) is due for transfer to the said fund in the month of November, 2015. Members who have not yet encashed their warrant(s) are requested to make their claims to the Company without any delay.

Pursuant to the provisions of the Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 1st August, 2014 (date of last Annual General Meeting) on the website of the Company (www.apar.com), as also on the website of the IEPF viz. (www.iepf.gov.in)
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar & Share Transfer Agent.
13. Members may avail of the nomination facility as provided under Section 72 of the Companies Act, 2013.
14. (a) As stated in Para No. 12(e) of the Directors' Report, the Company has not attached the Annual Accounts, Reports and other Statements in respect of – (a) Petroleum Specialities Pte. Ltd., Singapore (PSPL), Wholly Owned Subsidiary (WOS) of the Company; (b) Quantum Apar Speciality Oils Pty. Ltd., Australia, Subsidiary of PSPL, (c) Apar Lubricants Ltd., WOS of the Company and (d) Petroleum Specialities FZE, Sharjah, WOS of PSPL with the Annual Report of the Company for the financial year ended March 31, 2015.

(b) A Statement showing information in aggregate of the said subsidiary Companies in compliance with the aforesaid provisions of the Act has been attached with the financial statements and forms a part of this Annual Report.
15. The Annual Report of the Company, circulated to the Members of the Company, will be made available on the Company's website at www.apar.com.
16. The Company has already initiated / implemented the "Green Initiative" as per the Circulars issued by the Ministry of Corporate Affairs (MCA) to enable electronic delivery of notices / documents and annual reports to the shareholders. The email addresses as made available in your respective Depository Participant (DP) accounts and downloaded from NSDL / CDSL will be deemed to be your email address for serving notices / documents including those covered under Section 136 read with Section 20 of the Companies Act, 2013.

The Notice of AGM and the copies of audited financial statements, directors' report, auditors' report among others shall also be displayed on the Company's website at www.apar.com. Members holding shares in electronic mode are, therefore, requested to ensure to keep their email addresses updated with the Depository Participants. Members holding shares in physical mode are also requested to update their email addresses by sending an email to investorservices@apar.com quoting their registered ledger folio number. Shareholders can register their email address, by sending an Email at investorservices@apar.com quoting their Folio No. / DP ID – Client ID in order to facilitate the Company to serve the documents through the electronic mode.
17. **Voting through Electronic means :**

Pursuant to Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide e-voting facility to the members in relation to the business to be transacted at the 26th Annual General Meeting to be held on **Friday, 7th August, 2015 at 2.15 p.m.** The facility of casting votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Ltd.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting. The e-voting facility is available at the link www.evotingindia.com.

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able



to exercise their right at the meeting through ballot paper.

The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The e-voting facility will be available during the following voting period:

Commencement of e-voting	10.00 Hours of Monday, 3 rd August, 2015
End of e-voting period	17.00 Hours of Thursday, 6 th August, 2015

E-voting shall not be allowed beyond 17.00 Hours of 6th August, 2015. The e-voting module shall be disabled by CDSL for voting thereafter. During the e-voting period, shareholders of the Company holding shares either in physical form or in dematerialised form, as on the Cut-off-Date may cast their votes electronically. The Cut-off-Date for the purpose of e-voting – 31st July, 2015.

Please read the instructions given herein below for exercising the vote.

Instructions for E-Voting :

Members are requested to follow the below mentioned instructions to cast their vote through e-voting:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Alpha-numeric DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.

(v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for any company, then your existing password is to be used. If you are a first time user, follow the steps given in the table below.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Members holding shares in physical form will then reach directly to the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on EVSN of APAR INDUSTRIES LTD.

(x) On the voting page, you will see Resolution Description and against the same, the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "Resolutions File Link" if you wish to view the entire set of Resolutions.

(xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

For Members holding shares in Demat Form and Physical Form

PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field as mentioned on the mailing address sticker. In case the sequence number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).



- (xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xv) If you are a Demat account holder and have forgotten your password then enter the User ID and then enter the Characters or enter the image verification code as displayed and click on Forgot Password & enter the relevant details as prompted by the system.
- (xvi) Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice of the AGM and holding shares as on the cut-off-date i.e. 31st July, 2015, should follow the same procedure as mentioned above for e-Voting. However, if a person is already registered with CDSL for e-voting then existing password can be used for casting vote.
- (xvii) **Note for Corporate Shareholders:**
Note for Non-Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at

www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

- (xix) The results of e-voting will be announced by the Company on its website and also informed to the stock exchanges. Kindly note that once you have cast your vote, you cannot modify or vote on poll at the Annual General Meeting. However, you can attend the meeting and participate in the discussions, if any.
- (xx) Members will find a Ballot Form as attached along with the Annual Report. Members can also opt for casting their vote in physical form by filling the said Ballot Form and post it by Courier to the address of the Registered Office of the Company addressing to the Scrutinizer. The Courier Charges shall be borne by the Company.
- (xxi) Mr. Hemang M. Mehta, Practicing Company Secretary, Vadodara, Gujarat (Membership No. FCS - 4965 & Certificate of Practice No. 2554) has been appointed as the Scrutinizer to scrutinize the e-voting, remote e-voting and polling paper process in a fair and transparent manner.
- (xxii) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Ballot Paper" / "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the facility of e-voting.
- (xxiii) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast in the meeting and thereafter unblock the votes cast through e-voting in the presence of at least two witnesses who are not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (xxiv) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.apar.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Ltd. and NSE Limited.

Registered Office:

Apar Industries Limited
 301, Panorama Complex,
 R. C. Dutt Road,
 Vadodara – 390 007 (Gujarat)
Tel.: 0265 – 2339906, 2331935
Fax: 0265 – 2330309
E-mail: com_sec@apar.com
Website: www.apar.com

Registrar and Share Transfer Agent

M/s. MCS Share Transfer Agent Limited
 Neelam Apartment, 88, Sampatrao Colony,
 Chhapan Bhog, Alkapuri,
 Vadodara – 390 007 (Gujarat)
Tel.: 0265 – 2339397, 2350490
Fax: 0265 – 2341639
E-mail: mcsltdbaroda@yahoo.com
Website: www.mcsdel.com

