



TOMORROW'S
PROGRESS TODAY

POWERING AHEAD!

58 YEARS OF POWERFUL PERFORMANCE

ANNUAL REPORT
2015-16



APAR INDUSTRIES LTD.



Contents

Corporate Information	01
Financial Highlights	02
Notice	03
Directors' Report	09
Corporate Governance Report	37
Financial Section	51
Consolidated Accounts	87
Financial Statement of Subsidiaries	118

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.



Corporate Information

Board of Directors

Dr. N. D. Desai	Non-Executive Chairman
Mrs. Nina Kapasi	Independent Director
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

Audit Committee

Dr. N. K. Thingalaya	Chairman
Mrs. Nina Kapasi	
Mr. F. B. Virani	
Mr. Rajesh Sehgal	
Mr. Kushal N. Desai	
Mr. Suyash Saraogi	

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
■ Bank of Baroda	■ Axis Bank Ltd.	■ Bank of India
■ Credit Agricole – Corporate & Investment Bank		

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. Link Intime India Private Limited
B-102 & 103, Shangrila Complex,
First Floor, Opp. HDFC Bank,
Near Radhakrishna Char Rasta,
Akota, Vadodara – 390 020 (Gujarat).
Tel : (+91) (0265) 2356573, 2356794
TeleFax : (+91) (0265) 2356791
E-mail : vadodara@linkintime.co.in
Website : www.linkintime.co.in
CIN : U67190MH1999PTC118368



Financial Highlights for last five years (Consolidated)

(₹ in crore)

Particulars	2015-16	2014-15	2013-14	2012-13	2011-12
PROFIT AND LOSS ACCOUNT DATA :					
Sales (Net of Excise)	5,080	5,122	4,633	4,651	3,595
% of Growth	(1)	11	[0]	29	19
Exports	1,629	1,673	1,555	1,413	1,025
Materials, Operating and other costs	4,625	4,791	4,269	4,282	3,332
Employee cost	91	79	67	57	48
Depreciation	38	31	27	24	22
Interest and Discounting charges	151	150	145	135	116
Profit before tax, exceptional & Extraordinary Items	178	73	129	155	79
% of Growth	144	[44]	[16]	97	[49]
Taxation	57	23	39	40	3
Profit after tax (PAT)	120	50	90	115	76
Exceptional items	[43]	0	1	5	2
Minority interest (Profit) / Loss	(1)	0	[0]	(1)	(1)
Balance of Profit	163	50	89	109	73
% of Growth	229	[44]	[19]	50	[23]
BALANCE SHEET DATA :					
Share Capital	38	38	38	38	38
Reserves & Surplus	821	691	658	588	485
Net worth	859	730	696	626	523
Minority interest	2	1	2	2	1
Loan Funds	361	361	314	135	210
Defferred Tax (Net)	31	27	22	10	13
Total Liabilities	1,254	1,120	1,034	773	747
Gross Block	650	603	541	436	355
Net Block	444	383	356	288	207
Investments including Goodwill on Consolidation / Amalgamation	10	22	21	21	0
Net Current assets	800	715	657	464	540
Total Assets	1,254	1,120	1,034	773	747
KEY RATIOS :					
PAT to Sales (%)	3.20	0.97	1.91	2.35	2.03
Return on Net Worth (%)	15.06	6.98	13.54	19.86	17.15
Asset Turns (Revenue to total Assets)	1.77	1.76	1.76	2.06	1.91
Return on Capital Employed (%)	27.71	20.67	30.43	38.10	31.23
Debt to Equity Ratio	0.14	0.15	0.13	0.08	0.13
Earning per Equity Share (Basic) ₹	42.29	12.87	23.30	28.45	19.15
Rate of dividend % p.a.	65.00%	35.00%	52.50%	52.50%	40.00%
Book value per Equity Share ₹	223.21	189.58	180.72	162.62	136.03
Share Price as on 31st March (BSE)	461.80	370.10	144.70	108.45	161.85



NOTICE

NOTICE is hereby given that the **TWENTY SEVENTH** Annual General Meeting of the Equity Shareholders of **APAR INDUSTRIES LIMITED** (CIN - L91110GJ1989PLC012802) will be held in the **Auditorium of the Vanijya Bhavan, Central Gujarat Chamber of Commerce, Race Course Circle, Vadodara – 390 007 (Gujarat)** on **Friday, the 5th August, 2016 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, 2016 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 confirm payment of Interim-cum-Final Dividend on Equity Shares of the Company.
3. To appoint a Director in place of Mr. Chaitanya N. Desai (DIN – 00008091), who retires by rotation and being eligible, offers himself for re-appointment.
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, read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), as amended from time to time, the appointment of M/s. Sharp & Tannan, Chartered Accountants, (Reg. No. 109982W), who were appointed as the Auditors of the Company in the 26th Annual General Meeting of the Company for a period of 5 years upto the conclusion of 31st Annual General Meeting to be held in the year 2020 be and is hereby ratified for holding the office as Auditors of the Company from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 28th Annual General Meeting of the Company to be held in the year 2017 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.”

Special Business :

5. 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. Rathi, 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, 2017 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.”

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

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised 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 25, 2016.

**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 class of investors, as per the provisions of the SEBI Circular dated May 29, 2000. Members are, therefore, advised in their own interest to dematerialise their physical shareholding to avoid inconvenience and for better servicing by the Company.
4. The Register of Members and Share Transfer Books for the Equity Shares of the Company shall remain closed from



Saturday, 30th July, 2016 to Friday, 5th August, 2016, 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. The Company has changed its Registrar and Share Transfer Agent (RTA) from MCS Share Transfer Agent Limited, Kolkata to Link Intime India Private Limited (Link), Mumbai/Vadodara - w.e.f. 3rd March, 2016 for better servicing to the shareholders / investors of the Company. 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, Link cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. 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/Link.
7. The brief details of Director seeking re-appointment at the ensuing Annual General Meeting as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 Annual General 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, 2008 and the Final Dividend and Special Golden Jubilee Dividend for 2007-08 on equity shares paid on 05.09.2008 have been transferred to IEPF. No dividend was declared for the Financial Year 2008-09. The unpaid / unclaimed Dividend amount of Equity Shares of the Company paid on 10.08.2010 (Final Dividend - 2009-10) is

due for transfer to the said fund in the month of September, 2017. Members who have not yet encashed their warrant(s) are requested to make their claims to the Company without further 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 7th August, 2015 (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 self-attested PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their self-attested PAN details to the Company / Link.
13. Members may avail of the nomination facility as provided under Section 72 of the Companies Act, 2013.
14. A route map showing directions to reach the venue of the 27th AGM is given at the end of this Notice as per the requirement of Secretarial Standard - 2 on "General Meeting".
15. (a) As stated in Para No. 13(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 and (c) Petroleum Specialities FZE, Sharjah, WOS of PSPL with the Annual Report of the Company for the financial year ended March 31, 2016.
(b) A Statement showing information in aggregate of the said subsidiary Companies in compliance with the provisions of Section 129(3) of the Companies Act, 2013 has been attached with the financial statements in Form AOC-1 and forms a part of this Annual Report.
16. 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.
17. 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 etc. 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.. Shareholders / Members can register their email address, by sending an Email at investorservices@apar.com by quoting their Folio No. / DP ID - Client ID in order to facilitate the Company to serve the documents through the electronic mode.



18. 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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is pleased to provide e-voting facility to the members in relation to the business to be transacted at the 27th Annual General Meeting to be held on Friday, 5th August, 2016 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 e-voting facility will be available during the following voting period:

Commencement of e-voting	10.00 Hrs. of Tuesday, 2nd August, 2016
End of e-voting period	17.00 Hrs. of Thursday, 4th August, 2016

E-voting shall not be allowed beyond 17.00 Hours of 4th August, 2016. 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 – 29th July, 2016.

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 voting period shall begin on 2nd August, 2016 and end on 4th August, 2016. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off-date of 29th July, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) 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 at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Characters 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.

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)	<ul style="list-style-type: none"> 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. 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 (v).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on EVSN of **APAR INDUSTRIES LTD.**
- (xii) 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.
- (xiii) Click on the "Resolutions File Link" if you wish to view the entire set of Resolutions.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) 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. 29th July, 2016 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) **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 e-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.
- (xxi) 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.
 - (xxii) You can opt only one mode of voting i.e. either by Physical Ballot or E-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case shareholders cast their vote by Physical Ballot and e-voting, then voting done through valid Physical Ballot shall prevail and voting done by e-voting will be treated as invalid.
 - (xxiii) 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.
 - (xxiv) 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.
 - (xxv) 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.
 - (xxvi) 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.
 - (xxvii) 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 forty eight hours 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.

(xxviii) 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

Link Intime India Private Limited
B-102 & 103, Shangrila Complex, 1st Floor,
Opp. HDFC Bank,
Near Radhakrishna Char Rasta, Akota,
Vadodara – 390 020 (Gujarat)
Tel.: 0265 – 2356573, 2356794
TeleFax: 0265 – 2356791
E-mail: vadodara@linkintime.co.in
Website: www.linkintime.co.in

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 4 :

Item No. 4 of the Notice relates to ratification of appointment of Sharp & Tannan, Chartered Accountants, as Auditors of the Company, for the financial year 2016-17.

At the 26th Annual General Meeting (AGM) of the Company held on 7th August, 2015, M/s. Sharp & Tannan (S & T), Chartered Accountants, Mumbai, (Firm's Registration No. 109982W), were appointed as the Auditors of the Company for a period of 5 years i.e. upto the conclusion of 31st Annual General Meeting to be held in the year 2020 subject to ratification of their appointment at every AGM.

S & T, have issued a certificate fulfilling their eligibility as per the criteria provided in Section 141 of the Companies Act, 2013. Based on the recommendation of the Audit Committee, the Board of Directors has, at its meeting held on 25th May, 2016, proposed for ratification by the shareholders, the appointment of S & T as the auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the 28th AGM of the Company to be held in the year 2017.

The Board, therefore, commends the resolution for approval by the members.

None of Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

ITEM NO. 5 :

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of Mr. T. M. Rathi, the Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2017 for an amount not exceeding Rs. 1,20,000/- for conducting audit of the cost records of Oil, Conductors and Cable products of the Company for the FY 2016-17.

In accordance with the Provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(iii) of The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the

financial year ending 31st March, 2017.

None of Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board, therefore, commends the resolution for approval by the members.

Item No. 6 :

The existing Articles of Association (AoA) are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Act.

It is now proposed to have a new set of Articles of Association, the provisions of which are consistent with the Companies Act, 2013 and the Companies (Amendment) Act, 2015 and Rules framed thereunder. With the coming into force of the Act several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to replace the existing AoA by a new set of Articles.

The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval by the shareholders. A copy of the Memorandum and Articles of association of the Company together with the proposed alterations would be available for inspection by the members at the Registered Office of the Company during 11.00 A.M. to 4.00 P.M. on all working days upto the date of ensuing AGM and at the meeting, during the meeting hours.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in 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 25, 2016.

**Sanjaya Kunder
Company Secretary**



Details of Directors seeking re-appointment at the ensuing Annual General Meeting.

{Pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015}

Name of Director	Mr. Chaitanya N. Desai
Date of Birth	15.07.1971
Date of Appointment	29.05.1993
Expertise in specific functional areas	Chemical Engineering
Qualifications	B.Sc. (Hons.), (Chem. Engg.),USA B.S. (Econ.) (Hons.), Wharton, USA.
List of other Companies in which Directorship held as on 31st March, 2016.	<ol style="list-style-type: none"> 1. Apar Corporation Pvt. Ltd. 2. Scope Pvt. Ltd. 3. Catalis World Pvt. Ltd. 4. Apar Investments, INC 5. Quantum Apar Speciality Oils Pty. Ltd., Australia 6. Maithili Trusteeship Services Pvt. Ltd. 7. Indian Electrical and Electronics Manufacturers Association 8. Petroleum Specialities, FZE, Sharjah
Chairman / Member of the Committee of other Listed / Public Companies on which the individual is a Director as on 31st March, 2016.	Nil
No. of Shares held in the Company as on 31st March, 2016.	73,67,260 (Promoter)
Relationship between directors inter se	Related to – Dr. N. D. Desai, (Father) and Mr. K. N. Desai, (Brother) who are Promoters

VANIJYA BHAVAN ROAD MAP- APAR 27TH AGM

