APAR INDUSTRIES LTD.

CORPORATE OFFICE :
APAR HOUSE, CORPORATE PARK,
SION TROMBAY ROAD, CHEMBUR,
MUMBAI - 400 071, INDIA
T : (+91) (22) 2526 3400 / 6780 0400
F : (+91) (22) 2524 6326
E : corporate@apar.com
url : www.apar.com

SEC/1008/2015 By Mail & Hand Del. 10th August, 2015

National Stock Exchange of India Ltd. "Exchange Plaza", C-1, Block G, Bandra- Kurla Complex, Bandra (E), Mumbai – 400 051. **Scrip Symbol : APARINDS** **Kind Attn.: The Manager, Listing Dept.**	BSE Ltd. Corporate Relationship Department, 14th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001. **Scrip Code : 532259** **Kind Attn. : Corporate Relationship Dept.**

Sub. : Declaration / Announcement of Voting Results of the 26th Annual General Meeting of the Shareholders of the Company held on Friday, 7th August, 2015 at Vadodara as per the applicable Clauses of the Listing Agreement with the Stock Exchanges.

Dear Sir,

With reference to above, we hereby declare / announce agenda-wise Voting Results of the 26th Annual General Meeting of the Shareholders of the Company held on Friday, 7th August, 2015 at Vadodara as per the details furnished hereinbelow :

The Mode of voting for all resolutions was Remote E-voting and Poll which was conducted at the Meeting.

ORDINARY BUSINESS :

Resolution No. 1 – As an Ordinary Resolution:

To receive, consider and adopt the Audited Financial statements 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 including Notes thereto together with Reports of Directors and Auditors thereon.

Mode of Voting	Number of members voted through remote e-voting process and poll	Number of Votes cast by them	Number of Votes cast by them in favour of the Resolution	Number of Votes cast by them against the Resolution	% of Votes in Favour on total Votes through remote E-voting and poll	% of Votes against on total Votes through remote E-voting and poll
(1)	(2)	(3)	(4)	(5)	(6)	(7)
Remote E-voting	79	3,26,60,279	3,26,60,279	0	99.999 %	0 %
Poll	9	303	303	0	0.001 %	0 %
Total Voting	**88**	**3,26,60,582**	**3,26,60,582**	**0**	**100.00 %**	**0 %**

Resolution No. 2 – As an Ordinary Resolution:

To declare dividend on the Equity Shares of the Company at the rate of Rs. 3.50 (35.00 %) per share of the face value of Rs. 10/- each fully paid.

Mode of Voting	Number of members voted through remote e-voting process and poll	Number of Votes cast by them	Number of Votes cast by them in favour of the Resolution	Number of Votes cast by them against the Resolution	% of Votes in Favour on total Votes through remote E-voting and poll	% of Votes against on total Votes through remote E-voting and poll
(1)	(2)	(3)	(4)	(5)	(6)	(7)
Remote E-voting	79	3,26,65,929	3,26,65,929	0	99.999 %	0 %
Poll	9	303	303	0	0.001 %	0 %
Total Voting	**88**	**3,26,66,232**	**3,26,66,232**	**0**	**100.00 %**	**0 %**

Resolution No. 3 – As an Ordinary Resolution:

To appoint a Director in place of Mr. Kushal N. Desai who offers to retire by rotation and, being eligible offers himself for re-appointment.

Mode of Voting	Number of members voted through remote e-voting process and poll	Number of Votes cast by them	Number of Votes cast by them in favour of the Resolution	Number of Votes cast by them against the Resolution	% of Votes in Favour on total Votes through remote E-voting and poll	% of Votes against on total Votes through remote E-voting and poll
(1)	(2)	(3)	(4)	(5)	(6)	(7)
Remote E-voting	79	3,26,65,929	3,26,65,929	0	99.999 %	0 %
Poll	9	303	303	0	0.001 %	0 %
Total Voting	**88**	**3,26,66,232**	**3,26,66,232**	**0**	**100.00 %**	**0 %**

.....3

SPECIAL BUSINESS :

Resolution No. 4 – As an Ordinary Resolution:

To appoint M/s. Sharp & Tannan, Chartered Accountants as Auditors of the Company from the conclusion of this 26th AGM till the conclusion of 31st AGM and authorise the Board of Directors to fix their remuneration.

Mode of Voting	Number of members voted through remote e-voting process and poll	Number of Votes cast by them	Number of Votes cast by them in favour of the Resolution	Number of Votes cast by them against the Resolution	% of Votes in Favour on total Votes through remote E-voting and poll	% of Votes against on total Votes through remote E-voting and poll
(1)	(2)	(3)	(4)	(5)	(6)	(7)
Remote E-voting	79	3,26,65,929	3,26,65,929	0	99.999 %	0 %
Poll	9	303	303	0	0.001 %	0 %
Total Voting	88	3,26,66,232	3,26,66,232	0	100.00 %	0 %

Resolution No. 5 – As a Special Resolution:

To consider re-appointment of Mr. Kushal N. Desai as Managing Director and Chief Executive Officer (CEO) of the Company for a period of three years w.e.f. 1st January, 2015 to 31st December, 2017and payment of Remuneration to him.

Mode of Voting	Number of members voted through remote e-voting process and poll	Number of Votes cast by them	Number of Votes cast by them in favour of the Resolution	Number of Votes cast by them against the Resolution	% of Votes in Favour on total Votes through remote E-voting and poll	% of Votes against on total Votes through remote E-voting and poll
(1)	(2)	(3)	(4)	(5)	(6)	(7)
Remote E-voting	79	3,26,65,929	3,26,65,929	0	99.999 %	0 %
Poll	9	303	303	0	0.001 %	0 %
Total Voting	88	3,26,66,232	3,26,66,232	0	100.00 %	0 %

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Resolution No. 6 – As a Special Resolution:

To consider re-appointment of Mr. Chaitanya N. Desai as Managing Director of the Company for a period of three years i.e. from 1st January, 2015 to 31st January, 2015 as Joint Managing Director and from 1st February, 2015 to 31st December, 2017 as Managing Director and payment of Remuneration to him.

Mode of Voting	Number of members voted through remote e-voting process and poll	Number of Votes cast by them	Number of Votes cast by them in favour of the Resolution	Number of Votes cast by them against the Resolution	% of Votes in Favour on total Votes through remote E-voting and poll	% of Votes against on total Votes through remote E-voting and poll
(1)	(2)	(3)	(4)	(5)	(6)	(7)
Remote E-voting	79	3,26,65,929	3,26,65,929	0	99.999 %	0 %
Poll	9	303	303	0	0.001 %	0 %
Total Voting	88	3,26,66,232	3,26,66,232	0	100.00 %	0 %

Resolution No. 7 – As an Ordinary Resolution:

To confirm appointment and ratify payment of remuneration not exceeding Rs. 1,20,000/- to Shri T. M. Rathi, the Cost Auditors for the Financial Year ending 31st March, 2016.

Mode of Voting	Number of members voted through remote e-voting process and poll	Number of Votes cast by them	Number of Votes cast by them in favour of the Resolution	Number of Votes cast by them against the Resolution	% of Votes in Favour on total Votes through remote E-voting and poll	% of Votes against on total Votes through remote E-voting and poll
(1)	(2)	(3)	(4)	(5)	(6)	(7)
Remote E-voting	79	3,26,65,929	3,26,65,929	0	99.999 %	0 %
Poll	9	303	303	0	0.001 %	0 %
Total Voting	88	3,26,66,232	3,26,66,232	0	100.00 %	0 %

Note : All the aforesaid resolutions were passed unanimously.

Thanking you,

Yours faithfully,
For Apar Industries Ltd.

(Sanjaya Kunder)
Company Secretary

Encl:- Consolidated Report of Scrutinizer on Remote E-voting & Poll

CS Hemang M. Mehta
B.Com., LL.B.(Special), F.C.S.

H. M. Mehta & Associates
Company Secretaries

94, 1st Floor, Gayatri Chambers, R. C. Dutt Road, Vadodara-390 007.
Phone : (O) (0265) 233 88 78 (R) 235 11 73 (M) 94273 43112.
e-mail : hmmehta65@gmail.com

CONSOLIDATED REPORT OF SCRUTINIZER
ON
REMOTE E-VOTING AND POLL

[Pursuant to Section 108 and Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015]

To,
The Chairman,
26th Annual General Meeting (AGM) of the Equity Shareholders of
Apar Industries Limited
(CIN: L91110GJ1989PLC012802)
held on Friday, 7th day of August, 2015 at 2.15 P.M. in the
Auditorium of the Vanijya Bhavan,
Central Gujarat Chamber of Commerce,
Race Course Circle,
Vadodara–390 007 (Gujarat)

Dear Sir,

1. I, Mr. Hemang M. Mehta, Proprietor of H. M. Mehta & Associates, Practicing Company Secretaries, having office at 301, MindTree Building, A/3, Sunmoon Park Co. Op. Society, Near Radha Krishna Crossing, Towards PF Office, Akota, Vadodara-390 020, have been appointed as a Scrutinizer by the Board of Directors of Apar Industries Limited (the Company) for the purpose of scrutinizing the remote e-voting process and Voting through Poll / Ballot Paper (Physical Voting) and ascertaining the requisite majority on remote e-voting carried out as per the provisions of Section 108 and Section 109 of the Companies Act, 2013, respectively read with Rule 21 of the Companies (Management and Administration) Rules, 2014 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 on the below mentioned resolutions contained in the Notice of the 26th Annual General Meeting (AGM) of the members of Apar Industries Limited which held on Friday, 7th day of August, 2015 at 2.15 P.M. in the Auditorium of the Vanijya Bhavan, Central Gujarat Chamber of Commerce, Race Course Circle, Vadodara–390 007 (Gujarat).

2. Further to above, I submit my report as under:

H. M. MEHTA & ASSOCIATES C.P.No.2554 BARODA COMPANY SECRETARIES

2.1. In terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company sent Notice dated 14th May, 2015 convening the 26th AGM alongwith Statement setting out material facts under Section 102 of the Companies Act, 2013 and Annual Report 2014-15 together with Ballot Paper through electronic means i.e. on the registered e-mail IDs and through post / courier, as the case may be, to the respective members, auditors and also to the Directors of the Company.

2.2. The above Notice was also placed on the website of the Company (www.apar.com) forthwith after it was sent to the members.

2.3. The notice clearly indicated the process and manner for voting by electronic means and the time schedule of voting from 3rd August, 2015 (10.00 Hrs) to 6th August, 2015 (17.00 Hrs.) during which the votes could be cast and also provided the login ID and created facility for generating password and casting of vote in a secured manner.

2.4. As prescribed in the aforesaid Rules, the Company has also published an advertisement on 4th July, 2015 and it carried the required information as specified in the said Rules.

2.5. The remote e-voting remained open for a period of 4 days i.e. from 3rd August, 2015 (10.00 Hrs.) to 6th August, 2015 (17.00 Hrs.) and that the aforesaid remote e-voting period was completed one day prior to the date of the 26th AGM which held on 7th August, 2015.

2.6. The Equity Shareholders holding shares as on the "cut off" date i.e. 31st July, 2015 were entitled to vote on the proposed resolutions (Item Nos. 01 to 07) as set out in the Notice of the 26th Annual General Meeting of the Apar Industries Limited.

2.7 After the closing of the period for remote e-voting on 6th August, 2015, the details of members, such as their names, folios and number of shares held, who casted votes through remote e-voting were down loaded from the e-voting website of Central Depository Services (India) Limited (https:/www.evotingindia.com) for the purpose of ensuring that members who have casted their votes through remote e-voting do not vote again at the 26th AGM.

2.8. The Chairman of the Meeting, at the end of discussion on the resolutions on which voting was to be held, allowed voting as provided in Clauses (a) to (h) of sub-rule (a) of Rule 21 of the Companies (Management and Administration) Rules, 2014, as applicable with the assistance of the undersigned being the scrutinizer, by use of ballot paper for all those members who were present at the AGM but had not casted their respective votes by availing the remote e-voting facility.

2.9. After determination of poll by the Chairman, one empty ballot box kept for polling, was locked in the presence of members and Proxies with due identification marks placed by me.

H. M. MEHTA & ASSOCIATES C.P.No.2564 BARODA COMPANY SECRETARIES

2.10. The locked ballot box was subsequently opened in my presence and in presence of two witnesses viz. (1) Ms. Dharati Shah resident of Laxmi-sadan, Rajguru's Pole, Gandigate Road, Vadodara-390 017 and (2) Ms. Pratha Solanki, resident of D72, Parmeshwar Park, Behind Taksh Complex, Vasna Road, Vadodara-390 007 who are not in the employment of the Company, and polling/ballot papers were diligently scrutinized. The witnesses have signed below in confirmation of the Ballot Box being unlocked in their presence. The polling-ballot papers were reconciled with the records maintained by M/s. MCS Share Transfer Agent Limited, Vadodara, the Registrar and Transfer Agent of the Company and the authorizations / proxies lodged with the Company.

D.V. Shah
Dharati Shah

P.C. Solanki
Pratha Solanki

2.11. There was not a single polling/ballot paper found incomplete or invalid.

2.12. After counting the votes casted by the members present at the 26th AGM through polling / ballot papers, the votes casted through remote e-voting were unblocked on 7th August, 2015 around 3.40 P.M. in the presence of two witnesses viz., (1) Ms. Dharati Shah resident of Laxmi-sadan, Rajguru's Pole, Gandigate Road, Vadodara-390 017 and (2) Ms. Pratha Solanki, resident of D72, Parmeshwar Park, Behind Taksh Complex, Vasna Road, Vadodara-390 007. They have signed below in confirmation of the votes being unblocked in their presence.

D.V. Shah
Dharati Shah

P.C. Solanki
Pratha Solanki

2.13. Thereafter, the details containing, inter alia, list of equity shareholders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the remote e-voting website of CDSL i.e. www.evotingindia.co.in.

The remote e-voting data was scrutinized by the undersigned for verification of the votes cast in favour of or against the resolutions.

3. I have already issued a separate Scrutinizer's Report dated 7th August, 2015 on the remote e-voting process and also a separate Scrutinizer's Report dated 7th August, 2015 on the poll taken at the 26th AGM of the Company.

4. Based from the Reports generated from the e-voting website of CDSL and voting through ballot / polling papers at the 26th AGM of Apar Industries Limited, I hereby submit my Consolidated Report on the Result of the remote e-voting together with that of the poll in respect of the said Resolutions as under:

H. M. MEHTA & ASSOCIATES * C.P.No.2554 BARODA * COMPANY SECRETARIES

ORDINARY BUSINESS:

Resolution No. 1 – As an Ordinary Resolution:

To receive, consider and adopt the Audited Financial statements 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 Directors and Auditors thereon

(i) Voted in favour of the Resolution:

Mode of Voting	Number of members voted through Remote e-voting process and poll	Number of Votes cast by them	% of total number of valid votes cast
Remote E-voting	79	3,26,60,279	99.999 %
Poll	9	303	0.001 %
Total Voting	88	3,26,60,582	100.000 %

(ii) Voted against the Resolution:

Mode of Voting	Number of members voted through Remote e-voting process and poll	Number of Votes cast by them	% of total number of valid votes cast
Remote E-voting	Nil	Nil	0.00%
Poll	Nil	Nil	0.00%
Total Voting	Nil	Nil	0.00%

Resolution No. 2 – As an Ordinary Resolution:

To declare dividend on the Equity Shares of the Company at the rate of Rs. 3.50 (35.00 %) per share of the face value of Rs. 10/- each fully paid.

(i) Voted in favour of the Resolution:

Mode of Voting	Number of members voted through Remote e-voting process and poll	Number of Votes cast by them	% of total number of valid votes cast
Remote E-voting	79	3,26,65,929	99.999 %
Poll	9	303	0.001 %
Total Voting	88	3,26,66,232	100.000 %

H. M. MEHTA & ASSOCIATES C.P.No.2554 BARODA COMPANY SECRETARIES

(ii) Voted against the Resolution:

Mode of Voting	Number of members voted through Remote e-voting process and poll	Number of Votes cast by them	%of total number of valid votes cast
Remote E-voting	Nil	Nil	0.00%
Poll	Nil	Nil	0.00%
Total Voting	Nil	Nil	0.00%

Resolution No. 3 – As an Ordinary Resolution:

To appoint a Director in place of Mr. Kushal N. Desai who retires by rotation and, being eligible offers himself for re-appointment.

(i) Voted in favour of the Resolution:

Mode of Voting	Number of members voted through Remote e-voting process and poll	Number of Votes cast by them	% of total number of valid votes cast
Remote E-voting	79	3,26,65,929	99.999 %
Poll	9	303	0.001 %
Total Voting	88	3,26,66,232	100.000 %

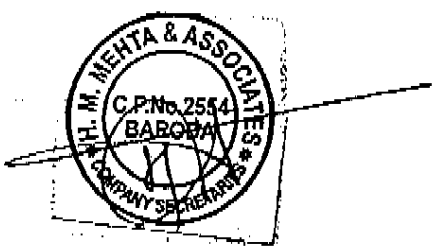
(ii) Voted against the Resolution:

Mode of Voting	Number of members voted through Remote e-voting process and poll	Number of Votes cast by them	% of total number of valid votes cast
Remote E-voting	Nil	Nil	0.00%
Poll	Nil	Nil	0.00%
Total Voting	Nil	Nil	0.00%

SEPCIAL BUSINESS:

Resolution No. 4 – As an Ordinary Resolution:

To appoint M/s. Sharp & Tannan, Chartered Accountants as Auditors of the Company from the conclusion of 26th AGM till the conclusion of 31st AGM and authorise the Board of Directors to fix their remuneration.



(i) **Voted in favour of the Resolution:**

Mode of Voting	Number of members voted through Remote e-voting process and poll	Number of Votes cast by them	% of total number of valid votes cast
Remote E-voting	79	3,26,65,929	99.999 %
Poll	9	303	0.001 %
Total Voting	88	3,26,66,232	100.000 %

(ii) **Voted against the Resolution:**

Mode of Voting	Number of members voted through Remote e-voting process and poll	Number of Votes cast by them	% of total number of valid votes cast
Remote E-voting	Nil	Nil	0.00%
Poll	Nil	Nil	0.00%
Total Voting	Nil	Nil	0.00%

Resolution No. 5 – As a Special Resolution:

To consider re-appointment of Mr. Kushal N. Desai as Managing Director and Chief Executive Officer (CEO) of the Company for a period of three years w.e.f. 1st January, 2015 and payment of Remuneration to him.

(i) **Voted in favour of the Resolution:**

Mode of Voting	Number of members voted through Remote e-voting process and poll	Number of Votes cast by them	% of total number of valid votes cast
Remote E-voting	79	3,26,65,929	99.999 %
Poll	9	303	0.001 %
Total Voting	88	3,26,66,232	100.000 %

(ii) **Voted against the Resolution:**

Mode of Voting	Number of members voted through Remote e-voting process and poll	Number of Votes cast by them	% of total number of valid votes cast
Remote E-voting	Nil	Nil	0.00%
Poll	Nil	Nil	0.00%
Total Voting	Nil	Nil	0.00%

H. M. MEHTA & ASSOCIATES C.P.No.2564 BARODA COMPANY SECRETARIES

Resolution No. 6 – As a Special Resolution:

To consider re-appointment of Mr. Chaitanya N. Desai as Managing Director of the Company for a period of three years i.e. from 1st January, 2015 to 31st January, 2015 as Joint Managing Director and from 1st February, 2015 to 31st December, 2017 as Managing Director and payment of Remuneration to him.

(i) Voted in favour of the Resolution:

Mode of Voting	Number of members voted through Remote e-voting process and poll	Number of Votes cast by them	% of total number of valid votes cast
Remote E-voting	79	3,26,65,929	99.999 %
Poll	9	303	0.001 %
Total Voting	88	3,26,66,232	100.000 %

(ii) Voted against the Resolution:

Mode of Voting	Number of members voted through Remote e-voting process and poll	Number of Votes cast by them	% of total number of valid votes cast
Remote E-voting	Nil	Nil	0.00%
Poll	Nil	Nil	0.00%
Total Voting	Nil	Nil	0.00%

Resolution No. 7 – As an Ordinary Resolution:

To confirm appointment and ratify payment of remuneration not exceeding Rs. 1,20,000/- to Shri T.M.Rathi, the Cost Auditors for the Financial Year ending 31st March, 2016.

(i) Voted in favour of the Resolution:

Mode of Voting	Number of members voted through Remote e-voting process and poll	Number of Votes cast by them	% of total number of valid votes cast
Remote E-voting	79	3,26,65,929	99.999 %
Poll	9	303	0.001 %
Total Voting	88	3,26,66,232	100.000 %

H. M. MEHTA & ASSOCIATES C.P.No.2554 BARODA COMPANY SECRETARIES

H. M. MEHTA & ASSOCIATES
COMPANY SECRETARIES

(ii) Voted against the Resolution:

Mode of Voting	Number of members voted through Remote e-voting process and poll	Number of Votes cast by them	%of total number of valid votes cast
Remote E-voting	Nil	Nil	0.00%
Poll	Nil	Nil	0.00%
Total Voting	Nil	Nil	0.00%

5. The above mentioned resolutions are deemed to have been passed.

6. The Register, all other papers and relevant records relating to electronics voting as well as voting through ballot / poll papers shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,

Yours sincerely,
For H. M. Mehta & Associates,
Company Secretaries

Hemang M. Mehta
Proprietor
[C. P. No. 2554]
[FCS No. F-4965]
Scrutinizer for Remote E-voting and Poll

Place: Vadodara
Date: 8th August, 2015.

Countersigned:
For Apar Industries Limited

(Sanjaya Kunder)
Company Secretary
Authorised by Chairman