APAR INDUSTRIES LTD.

CORPORATE OFFICE :
APAR HOUSE, CORPORATE PARK,
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MUMBAI - 400 071. INDIA
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SEC/1608/2017 **By E-filing** 16th August, 2017

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, 27th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001. **Scrip Code : 532259** **Kind Attn. : Corporate Relationship Dept.**

Sub. : Adoption of new set of Articles of Association (AOA) as per Companies Act, 2013

Ref. : Regulation 30 and all other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sirs,

This is to inform the Exchanges that the Shareholders of the Company at the 28th Annual General Meeting (AGM) of the Company held on **Wednesday, 9th August, 2017 at 2.15 p.m.** at the Vanijya Bhavan, Central Gujarat Chamber of Commerce, Race Course Circle, Vadodara – 390 007 (Gujarat) have adopted new set of Articles of Association (AOA) of the Company, in conformity with the Companies Act, 2013 and the Companies (Amendment) Act, 2015 and the Rules framed thereunder, vide the Special Resolution passed as above. (Copy enclosed)

Further pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Para A of Part A of Schedule III, the new set of AOA *inter alia,* contains the following changes in brief :

Removal of various specific Articles pertaining to rights of the Templeton Strategic Emerging Markets Fund III, L.D.C. (Templeton) under Subscription & Investor Rights Agreement (SIRA) dated March 31, 2011 entered into between the Company and Templeton, consequent upon termination of the said Agreement.

Thanking you,

Yours faithfully,
For Apar Industries Limited

(Sanjaya Kunder)
Company Secretary

Encl : As above

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CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED BY THE EQUITY SHAREHOLDERS OF APAR INDUSTRIES LIMITED AT THE 28TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 9TH AUGUST, 2017 AT VADODARA.

ITEM NO. 7 OF THE NOTICE :

"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."

Annexure to Notice

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

ITEM NO. 7 OF THE NOTICE:

The existing Articles of Association (AoA) contain several specific articles pertaining to rights of the Templeton Strategic Emerging Markets Fund III L.D.C. (Templeton) under the Subscription & Investor Rights Agreement (SIRA) dated March 31, 2011 entered into between the Company and Templeton. Consequent upon the termination of the said Agreement, these specific articles are no longer required.

Hence it is necessary to adopt new set of Articles of Association (AoA) of the Company wherein the specific articles pertaining to rights of the Templeton are deleted.

The Board commends the Special Resolution set out at Item No. 7 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.

CERTIFIED TRUE COPY
FOR APAR INDUSTRIES LIMITED

(SANJAYA KUNDER)
COMPANY SECRETARY

Mumbai, 16th August, 2017.