APAR INDUSTRIES LTD.

CORPORATE OFFICE :
APAR HOUSE, CORPORATE PARK,
SION TROMBAY ROAD, CHEMBUR,
MUMBAI - 400 071. INDIA
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SEC/0610/2015 **By Fax & Hand Del.** 6th October, 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. : Minutes of the Postal Ballot and E-Voting Announcement

Dear Sirs,

Kindly refer to our letter no. SEC/0310/2015 dated 3rd October, 2015 vide which we had informed the Exchange about the announcement of results of the Postal Ballot and E-Voting for approval of the Resolution mentioned therein.

We are now enclosing herewith certified copies of the Minutes of the announcement of results of the Postal Ballot and E-Voting on 3rd October, 2015 at the Corporate Office of the Company at Mumbai.

You are requested to kindly take note of above and bring the same to the notice of members and investors.

Thanking you,

Yours faithfully,
For Apar Industries Limited

(Sanjaya Kunder)
Company Secretary

Encl. : As Above

HELD AT ..... ON ..... TIME .....

MINUTES

APAR INDUSTRIES LIMITED

MINUTES OF THE ANNOUNCEMENT OF RESULTS OF THE POSTAL BALLOT ON SATURDAY, 3RD OCTOBER, 2015 AT 4.00 P.M. AT THE CORPORATE OFFICE OF THE COMPANY AT APAR HOUSE, CORPORATE PARK, SION-TROMBAY ROAD, CHEMBUR, MUMBAI – 400 071.

PRESENT:

Mr. Kushal N. Desai	--	Managing Director and Chief Executive Officer (CEO) & Member of the Company
Mr. H. N. Shah	--	Financial Advisor
Mr. D. L. Dedhia	--	Member
Mr. E. N. Doraiswami	--	Member
Mr. Anil Jadhav	--	Member

IN ATTENDANCE:

Mr. Sanjaya R. Kunder	--	Member & Company Secretary

BY INVITATION:

Mr. Hemang M. Mehta	--	Scrutinizer

BACKGROUND:

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35A of the Listing Agreement of the Stock Exchanges, the Company had issued a Postal Ballot notice dated 7th August, 2015 to the Public Shareholders for passing the Resolution by Postal Ballot and E-voting. Notice of postal ballot was also posted at the website of the Company and the website of Central Depository Services (India) Ltd. (CDSL) (an agency appointed for the purpose of conducting postal ballot process electronically) and the same was also intimated to the shareholders by way of publication of advertisement in the 'Business Standard' (English language) and 'Loksatta' (principal vernacular language) at Vadodara on 29th August, 2015.

The Board of Directors appointed Mr. Hemang M. Mehta of M/s. H. M. Mehta & Associates, Practicing Company Secretaries, Vadodara, as Scrutinizer to receive and scrutinize the duly completed Postal Ballot Forms and E-voting Process in a true, fair and transparent manner.

Members holding equity shares either in physical form or in dematerialized form, were required to cast their vote by Postal Ballot or electronically through electronic voting system of Central Depository Services (India) Limited (CDSL). The Postal Ballot Forms and the self-addressed business reply envelopes were sent for voting by Members. The Voting commenced on Tuesday, 1st September, 2015 at 10.00 Hrs. IST and ended on Wednesday, 30th September, 2015 at 17.00 Hrs. IST. The shareholders were requested to return the postal ballot forms duly completed in all respect along with the Assent (for) or Dissent (against), so as to reach the office of the Scrutinizer on or before 30th September, 2015 which is 30 days from the date of posting of the Postal Ballot Notices.

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CHAIRMAN'S INITIALS

After due scrutiny of all the Postal Ballot Forms received by the Scrutinizer and E-voting upto the close of working hours of 30th September, 2015 (being last date fixed for voting by the Members), he submitted his Report which stated as under :

(i) Voted in favour of the Resolution:

Mode of Voting	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
By Electronics means	99	85,20,931	99.8612%
By Postal Ballot in Physical Form	60	11,781	0.1380%
Total Voting (i)	**159**	**85,32,712**	**99.9992%**

(ii) Voted against the Resolution:

Mode of Voting	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
By Electronics means	03	32	0.0004%
By Postal Ballot in Physical Form	02	30	0.0004%
Total Voting (ii)	**05**	**62**	**0.0008%**

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	424

(iv) Total Voting:

	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Total Voting (i) + (ii)	**164**	**85,32,774**	**100.00%**

Accordingly, the Company would declare / announce today the Results of Postal Ballot and E-voting, to both the Stock Exchanges, viz. BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE) in terms of Clause 35A of the Listing Agreement in the following format prescribed by the Stock Exchanges :

Resolution :

To approve the proposed Scheme of Amalgamation of Apar Lubricants Limited ("ALL or "Transferor Company") with Apar Industries Limited ("AIL" or "Company" or "Transferee Company") ("Scheme of Amalgamation")

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on out-standing shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)= [(4)/(2)] *100	(7)= [(5)/(2)] *100
Promoter and Promoter Group *	(2,40,43,427)	Nil	Nil	Nil	Nil	Nil	Nil

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CHAIRMAN'S INITIALS

Public – Institutional holders	95,05,088	84,50,355	88.903	84,50,355	Nil	100.00	Nil
Public- Others	49,48,254	82,419	1.666	82,357	62	99.925	0.075
Total	**1,44,53,342**	**85,32,774**	**59.039**	**85,32,712**	**62**	**99.999**	**0.001**

* The Company has sought the approval of its Public Shareholders to the Scheme. In terms of SEBI Circulars bearing nos. CIR/CFD/DIL/5/2013 dated 4th February, 2013 and CIR/CFD/DIL/8/2013 dated 21st May, 2013, the Scheme of Amalgamation shall be acted upon only if the votes cast by the Public Shareholders of Company in favour (Assent) of the proposal are more than the number of votes cast by the Public Shareholders against (Dissent) it. Any votes received from non-public shareholders would be considered invalid, so far as this resolution is concerned. The Shares held by Promoter and Promoter Group falls under the Category of Non-Public Shareholders and hence they were not entitled to vote on the Resolution.

The Company would simultaneously declare the aforesaid Result alongwith Scrutinizer's Report by placing it on its website namely www.apar.com

Thereafter, the Report of Mr. Hemang M. Mehta (the Scrutinizer), dated 1st October, 2015 was placed and Results were announced / declared that the Resolution contained in the said Notice for Postal Ballot and E-voting has been duly passed by the requisite majority and therefore Company Secretary was directed that the resolution be recorded in the Minutes Book kept for recording the proceedings of general meeting of the members and that the Resolution would be deemed to be passed on today's date.

The **Ordinary Resolution** duly approved by the members **through Postal Ballot process has been** as under:

To approve the proposed Scheme of Amalgamation of Apar Lubricants Limited ("ALL" or "Transferor Company") with Apar Industries Limited ("AIL" or "Company" or "Transferee Company") ("Scheme of Amalgamation")

"RESOLVED THAT pursuant to the provisions of Sections 391 to 394 of the Companies Act, 1956 and/or under the corresponding provisions of the Companies Act, 2013, the rules, circulars and notifications there under, (including any statutory modification or re-enactment thereof) as may be applicable, the Securities and Exchange Board of India Circulars bearing Nos. CIR/CFD/DIL/5/2013 dated 4th February, 2013 and CIR/CFD/DIL/8/2013 dated 21st May, 2013, the Observation Letters dated 19th May, 2015 issued by the National Stock Exchange of India Limited (NSE) and dated 20th May, 2015 issued by BSE Limited (BSE) and relevant applicable provisions of law and subject to the approval of the High Court of Judicature at Ahmedabad, the arrangement as embodied in the proposed Scheme of Arrangement in the nature of Amalgamation of Apar Lubricants Limited ("**ALL**" or **"Wholly Owned Subsidiary"** or **"WOS"** or "**Transferor Company**") which is a wholly owned subsidiary Company of Apar Industries Limited with Apar Industries Limited ("**AIL**" or "**Company**" **or Holding Company** or "**Transferee Company**") and their respective shareholders and creditors ("**Scheme of Amalgamation**") be and is hereby approved with / without modifications and / or conditions, if any, as may be carried out by the Hon'ble High Court of Judicature at Ahmedabad or by any other authorities under the applicable law.

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CHAIRMAN'S INITIALS

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and for removal of any difficulties or doubts, the Board of Directors of the Transferee Company (herein referred to as the "Board", which term shall be deemed to include any committee or any person(s) which the Board may constitute / constituted or nominate to exercise its powers, including the powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary to give effect to the above resolution, or to carry out such modifications / directions as may be required and / or imposed by the High Court of Judicature at Ahmedabad while sanctioning the Scheme, or by any other authorities under applicable law."

Mumbai, 7th October, 2015

CHAIRMAN

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