HELD AT _____ ON _____ TIME _____

MINUTES

MINUTES OF THE 22ND ANNUAL GENERAL MEETING OF THE MEMBERS OF APAR INDUSTRIES LIMITED HELD ON WEDNESDAY, THE 24TH AUGUST, 2011 AT 10.30 A.M. AT VANIJYA BHAVAN, CENTRAL GUJARAT CHAMBER OF COMMERCE, RACE COURSE CIRCLE, VADODARA – 390 007.

PRESENT :

Dr. N. D. Desai	-	Non – Executive Chairman of the Board of Directors & Member of the Company
Dr. N. K. Thingalaya	-	Non-Executive – Independent Director of the Company.
Shri F. B. Virani	-	Non-Executive – Independent Director and Member of the Company.
Shri K. N. Desai	-	Managing Director & Member of the Company.
Shri Chaitanya N. Desai	-	Joint Managing Director & Member of Company.
Shri H. N. Shah	-	Non – Executive – Independent Director, Chairman of the Audit Committee and Member of the Company.
Shri Rajesh Sehgal	-	Non-Executive Director

And 55 Equity Shareholders including 2 Company - members through their representatives.

IN ATTENDANCE :

Shri Sanjaya Kunder	-	Company Secretary
Shri V. C. Diwadkar	-	Chief Finance Officer of the Company

Dr. N. D. Desai, the Chairman of the Board of Directors, occupied the Chair at 10.30 A.M. and welcomed the Members to the Company's 22nd Annual General Meeting. As there was requisite quorum for the meeting, he declared the same as validly constituted and commenced proceedings.

The Chairman informed the Members that the Company has received 38 proxies for 26,940,524 equity shares, representing 74.89 % of the Paid-up Equity Share Capital of the Company.

He then informed the meeting that the following documents and Registers were placed on the table and were available for inspection by any member.

i) Original set of audited Annual Accounts of 2010-2011, both standalone & consolidated, along with the Auditors' Report and Directors' Report including Statement under Section 217 (2A) of the Companies Act, 1956.

ii) Original Notice dated 27th June, 2011 calling 22nd Annual General Meeting.

....2

CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

ii) Copy of Audited Annual Accounts (2010-2011) of –

(a) Petroleum Specialities Pte. Ltd., Singapore (PSPL) and

(b) Poweroil Speciality Products FZE, Sharjah

both Wholly Owned Subsidiaries (WOS) of the Company;

(c) Quantum Apar Speciality Oils Pty. Ltd., Subsidiary of PSPL,

(d) Uniflex Cables Limited, a Subsidiary Company,

(e) Marine Cables & Wires Private Limited, WOS of Uniflex Cables Limited and

(f) Apar Chematek Lubricants Ltd., a Joint Venture Company

iv) Register of Directors' Shareholding (remained open for inspection during the meeting) and

v) Proxy Register and 38 valid Proxies lodged with the Company in connection with this Annual General Meeting (remained open for inspection during the meeting)

The Chairman informed the members that his statement containing salient features on the performance of the company for the financial year 2010-11 and also on the first quarter ended 30th June 2011 has been circulated to the members.

He then introduced the Directors of the Company sitting on the dais.

Members confirmed the receipt of Printed Annual Report containing the Notice to the Members, Directors' Report, Auditors' Report and Accounts and Schedules annexed thereto, which were posted as well as e-mailed to those shareholders, whose e-mail address were available with the Company, in time.

With the permission of Shareholders present at the Meeting, Notice dated 27th June, 2011 convening the Meeting was taken as read. On the advice of the Chairman, the Company Secretary read the Auditors' Report dated 27th May, 2011 for the financial year ended 31st March, 2011 before the Meeting.

AGENDA ITEM NO. 1 :

Adoption of Audited Annual Accounts of 2010-2011 :

Shri Prasad Pachegaokar (Client ID - 11816447 & DP ID – IN 300513), proposed the following resolution as an **Ordinary Resolution :**

"RESOLVED THAT the Audited Balance Sheet of the Company as at 31st March, 2011, Profit & Loss Account and Cash Flow Statement for the year ended on that date together with all the Schedules annexed to and forming part of the Balance Sheet & Profit & Loss Account and the Reports of the Directors and Auditors thereon, and the Consolidated Audited Balance Sheet of the Company and its Subsidiaries, viz.

(a) Petroleum Specialities Pte. Ltd., Singapore (PSPL) and
(b) Poweroil Speciality Products FZE, Sharjah
both Wholly Owned Subsidiaries (WOS) of the Company;
(c) Quantum Apar Speciality Oils Pty. Ltd., Subsidiary of PSPL,
(d) Uniflex Cables Limited, a Subsidiary Company,
(e) Marine Cables & Wires Private Limited, Wholly-owned Subsidiary (WOS) of Uniflex Cables Limited and
(f) Apar ChemateK Lubricants Ltd., a Joint Venture Company

....3

CHAIRMAN'S INITIALS

and the related Consolidated Profit and Loss Account and the Consolidated Cash Flow Statement for the year ended on that date, annexed thereto together with all the Schedules annexed to and forming part of the Consolidated Balance Sheet and Profit & Loss Account and the Auditors' Report thereon as submitted to this meeting, be and are hereby received and adopted."

Shri Anupam Shukla, a Shareholder (Client ID - 42467136 & DP ID – IN 300476) seconded the Resolution.

Before the said Resolution in respect of adoption of Accounts, the Directors' & Auditors' Reports and the Consolidated Audited Annual Accounts was put to vote, the Chairman invited questions from the Shareholders.

Shri Suryakant C. Parikh, (Client ID No. 1204440000027635) the Shareholder, while appreciating the transparencies in presenting Annual Report with all required details for the shareholders and good presentation of comparative data for 5 years as also appreciating Managing Directors for the overall performance of the Company, sought information on various points of the Annual Reports, like Viz. Conservation of Energy, Power & Fuel Consumption, R. & D. Expenditure,. Donations etc. He also made some suggestions such as giving Financial Highlights for 10 years in place of present 5 years etc.

Another shareholder, Shri Kanu M. Gandhi, (Client ID - 13070610 & DP ID – IN 300888) while appreciating the transparencies in presenting Annual Report with all required details for the shareholders and good presentation of comparative data for 5 years sought information on various points on the Annual Accounts, Performance of the Company during the 1st Quarter of the current Financial Year 2011-12 & trend for the Second Quarter, Measure of conservation of Energy, Power & Fuel consumption, dividend, Internal Audit, Break-up of Sundry Income, Break-up of Miscellaneous Expenses, matter relating to amalgamation of Uniflex Cables Ltd., a subsidiary company with the Company etc.

He also made some suggestions such as giving Financial Highlights for 10 years in place of present 5 years, going for the wind power for reduction in cost of electricity and install more wind mills to get cheaper power and benefit of Carbon Credit, payment of interim dividend at the end of second quarter.

The Chairman then invited questions and comments from any other members present. However, no members had any questions or comments on the Resolution.

Thereafter, the Chairman, while thanking Shri Suryakant C. Parikh and Shri Kanu M. Gandhi for their active participation, replied all the points that were raised by them elaborately and to their satisfaction.

The Chairman also advised Shri V. C. Diwadkar, Chief Financial Officer of the Company to look into the suggestions made by the above shareholders with regard to presentation of financial highlights for last 10 years in place of 5 years.

The Chairman then put the Resolution for adoption of the Accounts, Reports of Directors and Auditors and the Consolidated Audited Annual Accounts to vote on show of hands and declared the resolution as passed unanimously, on show of hands.

AGENDA ITEM NO. 2 :

Confirmation of Interim Dividend and declaration of Final Dividend for the financial year 2010-2011 :

Shri Anupam Shukla, a Shareholder (Client ID - 42467136 & DP ID – IN 300476), proposed the following Resolution as an **Ordinary Resolution :**

....4

CHAIRMAN'S INITIALS

"RESOLVED THAT -

i) the interim dividend (free of tax) @ Rs. 2.50 (25 %) per share on 3,23,36,031 Equity Shares aggregating to Rs. 8,08,40,078/- along with Dividend Tax of Rs. 13,427,537/- for the Financial Year 2010-2011 as declared by the Board of Directors and paid to the Shareholders be and is hereby approved and confirmed.

ii) the Final Dividend (free of tax) as recommended by the Board of Directors at Rs. 3.50 per share (i. e. 35 %) on 3,59,72,394 Equity Shares of 10/- each aggregating to Rs. 12,59,03,379/- along with Dividend Tax of Rs. 20,910,977/- for the Financial Year 2010-2011 be and is hereby approved and declared for payment to those shareholders whose names appear on the Register of Members and in the Beneficiary position of NSDL and CDSL as on 24th August, 2011."

Shri Shailesh Shah, a Shareholder (Client ID - 12557511 & DP ID – IN 301151) seconded the Resolution.

The Chairman invited questions and comments from Members present. The Members had no questions or comments on the Resolution.

The Chairman then put the Resolution to vote on show hands and declared the Resolution as passed unanimously, on show of hands.

AGENDA ITEM NO. 3 :

Re-appointment of Shri F. B. Virani as Director

Shri Shailesh Shah, a Shareholder (Client ID - 12557511 & DP ID – IN 301151), proposed the following Resolution as an **Ordinary Resolution :**

"RESOLVED THAT Shri F.B.Virani be and is hereby re-appointed as a Director of the Company retirable by rotation."

Shri Prasad Pachgaokar, a Shareholder (Client ID - 11816447 & DP ID - IN 300513) seconded the Resolution.

The Chairman invited questions and comments from Members present. The Members had no questions or comments on the Resolution.

The Chairman then put the Resolution to vote on show of hands and declared the resolution as passed unanimously on show of hands.

AGENDA ITEM NO. 4 :

Re-appointment of Shri Kushal N. Desai as Director :

Before the Agenda Item No. 4 was taken up, the Chairman stated that he was interested in Agenda Item No. 4 and that, for the consideration of Item No. 4, he opts to vacate the Chair and would request some other eligible Director present at this Annual General Meeting to conduct the proceedings for Agenda Item No.4. Thereafter, Dr. N. D. Desai vacated the Chair and the, Members elected Shri F. B. Virani, a Director and Member of Audit Committee of the Company to take over the Chair and conduct the Business of Item No. 4 of Agenda of the Meeting.

....5

CHAIRMAN'S INITIALS

HELD AT ON TIME

Shri F. B. Virani occupied the Chair.

Shri Prasad Pachegaokar (Client ID - 11816447 & DP ID – IN 300513), proposed the following Resolution as an **Ordinary Resolution :**

"RESOLVED THAT Shri Kushal N. Desai be and is hereby re-appointed as a Director of the Company retirable by rotation."

Shri Hemang M. Mehta, a Shareholder (Folio No. H0000924) seconded the Resolution.

The Chairman - Shri F. B. Virani invited questions and comments from Members present. The Members had no questions or comments on the Resolution.

Shri F. B. Virani then put the resolution to vote on show of hands and declared the resolution as passed unanimously on show of hands.

After Agenda Item No. 4 was dealt with, Shri F. B. Virani, Chairman of the Meeting vacated the Chair and requested Dr. N. D. Desai, Chairman of the Board to resume the chair.

Dr. N. D. Desai, with the permission of the Members present, resumed the chair for further proceedings of the Meeting.

AGENDA ITEM NO. 5 :

Appointment of Auditors of the Company.

Shri Anupam Shukla, a Shareholder (Client ID - 42467136 & DP ID – IN 300476), proposed the following Resolution as an **Ordinary Resolution :**

"RESOLVED THAT M/s. Sharp & Tannan, Chartered Accountants, Mumbai be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Meeting until the conclusion of next Annual General Meeting on a remuneration to be decided by the Board of Directors in consultation with them plus reimbursement of out-of-pocket expenses as may be incurred by them for the purpose of Audit."

Shri Shailesh Shah, a Shareholder (Client ID - 12557511 & DP ID – IN 301151) seconded the Resolution.

The Chairman invited questions and comments from Members present. The Members had no questions or comments on the Resolution.

The Chairman then put the resolution to vote on show of hands and declared the resolution as passed unanimously on show of hands.

AGENDA ITEM NO. 6 :

Appointment of Shri Rajesh Sehgal as Director of the Company.

Shri Suryakant C. Parikh, a Shareholder (Client ID No. 1204440000027635), proposed the following Resolution as an **Ordinary Resolution :**

"RESOLVED THAT Shri Rajesh Sehgal, who was appointed as an Additional Director of the Company with effect from 27th June, 2011, by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 260 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company."

....6

CHAIRMAN'S INITIALS

Shri Hemang M. Mehta, Shareholder (Folio No. H0000924) seconded the Resolution.

The Chairman invited questions and comments from Members present. The Members had no questions or comments on the Resolution.

The Chairman then put the resolution to vote on show of hands and declared the resolution as passed unanimously on show of hands.

VOTE OF THANKS :

The Chairman, Dr. N. D. Desai once again thanked the Members for attending the Meeting and showing keen interest in the working of the Company. He further stated that all the items of the Agenda of this meeting have been dealt with and there is no other business to be transacted thereat. He therefore, declared the Meeting as concluded.

Shri H. B. Trivedi, a shareholder proposed a vote of thanks to the Chair.

Mumbai, 15th day of September, 2011.

CHAIRMAN

-------XXX--------