APAR INDUSTRIES LTD.

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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF APAR INDUSTRIES LIMITED AT ITS MEETING HELD ON FRIDAY, JANUARY 6, 2017 AT 11.30 A.M. AT THE CORPORATE OFFICE OF THE COMPANY AT APAR HOUSE, CORPORATE PARK, SION-TROMBAY ROAD, CHEMBUR, MUMBAI – 400 071.

"RESOLVED THAT pursuant to the provisions of Article 12 of the Articles of Association of the Company and the provisions of Sections 68, 69 and 70 and all other applicable provisions, if any, of the Companies Act, 2013, as amended **("Companies Act")**, applicable rules made thereunder, and in compliance with Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended **("Buyback Regulations")** and other applicable laws, if any, including any amendments, statutory modifications or re-enactments for the time being in force, and subject to all such approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed while granting such approvals, permissions and sanctions by the appropriate authorities, which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "Board", which expression shall be deemed to include any committee constituted by the Board to exercise its powers, including the powers conferred by this resolution), the approval of the Board be and is hereby accorded to the buyback by the Company of up to 4,50,000 fully paid-up equity shares of face value of Rs. 10/- (Rupees Ten Only) each of the Company (**"Equity Shares"**) representing up to 1.17% of the outstanding equity shares of the Company at a price of Rs. 660/- (Rupees Six Hundred and Sixty Only) per Equity Share (**"Buyback Price"**) (including premium of Rs. 650/- per Equity Share) payable in cash for an aggregate amount of up to Rs. 29,70,00,000/- (Rupees Twenty Nine Crore Seventy Lakh Only) (excluding Company's transaction costs viz. brokerage, securities transaction tax, service tax, stamp duty, etc.) (**"Buyback Size"**), which is 4.09% of the fully paid-up equity share capital and free reserves (including securities premium) as per the latest standalone audited balance sheet of the Company for the financial year ended March 31, 2016 on a proportionate basis through the tender offer (**"Tender Offer"**) as prescribed under the Buyback Regulations, to all of the shareholders / beneficial owners who hold Equity Shares as of a Record Date (as defined below) **("Buyback").** The Buyback Size does not include any expenses incurred or to be incurred for the Buyback like filing fees payable to the Securities and Exchange Board of India **("SEBI")**, fees and charges payable to BSE Limited and the National Stock Exchange of India Ltd. (collectively referred as **"Stock Exchanges"**), public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses.

RESOLVED FURTHER THAT January 20, 2017 shall be the Record Date for the purposes of the Buyback **("Record Date")**.

RESOLVED FURTHER THAT all of the shareholders / beneficial owners of the Company who hold Equity Shares as on the Record Date will be eligible to participate in the Buyback including promoters and promoter group of the Company including person in control to the extent intended as per the Letter of intention received from the promoters and promoter group including person in control.

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RESOLVED FURTHER THAT the reservation of Equity Shares be made in the Buyback for small shareholders / beneficial owners of the Company as on Record Date in accordance with the provisions of the Buyback Regulations.

RESOLVED FURTHER THAT the Company shall implement the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and CFD/DCR2/CIR/P/2016/131 dated December 9, 2016

RESOLVED FURTHER THAT the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 **("Listing Regulations")**.

RESOLVED FURTHER THAT the amount required by the Company for the Buyback is intended to be met out of Company's current balances of cash and cash equivalents and / or accumulated internal accruals (and not from any borrowed funds) and on such terms and conditions as the Board may decide from time to time at its absolute discretion.

RESOLVED FURTHER THAT in terms of Regulation 19(3) of the Buyback Regulations, Mr. Sanjaya Kunder, Company Secretary and Compliance Officer, and Mr. H. B. Trivedi, Deputy Secretary of the Company be and are hereby severally appointed as the Compliance Officers for the Buyback and Link Intime India Private Limited, Registrar and Transfer Agent, is appointed as the Investor Service Centre.

RESOLVED FURTHER THAT draft of the Declaration of Solvency along with annexures including statement of assets and liabilities as at March 31, 2016 prepared in the prescribed form and supporting affidavit and other documents in terms of Section 68(6) of the Act and Regulation 8(7) of the Buyback Regulations, as, placed before the meeting be and are hereby considered and approved and Mr. Kushal N. Desai, Chairman and Managing Director and Mr. Chaitanya N. Desai, Managing Director of the Company, be and are hereby authorized to sign the same, for and on behalf of the Board and file the same with the Registrar of Companies / Ministry of Corporate Affairs, Stock Exchanges and the SEBI in accordance with applicable law.

RESOLVED FURTHER THAT the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion that:

a) immediately following the date of this Board meeting, there will be no grounds on which the Company could be found unable to pay its debts;

b) as regards its prospects for the year immediately following that date of this Board Meeting having regard to the Board's intentions with respect of the management of the Company's business during that year and to the amount and character of the financial resources which will in its view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of this Board meeting; and

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c) in forming its opinion for the above purposes, the Board has taken into account the liabilities of the Company as if the Company were being wound up under the provisions of the Companies Act, 1956 (to the extent not repealed) and the Companies Act, 2013 (to the extent notified) (including prospective and contingent liabilities).

RESOLVED FURTHER THAT the Board hereby confirms that:

a) the Buyback Size i.e. Rs.29,70,00,000/- (Rupees Twenty Nine Crore Seventy Lakh Only), do not exceed 10% of the paid-up equity share capital and free reserves as per the latest standalone audited financial statements for the year ended March 31, 2016;

b) All Equity Shares are fully paid-up;

c) the Company shall not raise further capital for a period of one year from the closure of the Buyback, except in discharge of subsisting obligations;

d) the Company shall not issue fresh shares or other specified securities during the Buyback period, whether by way of bonus issue or in the discharge of subsisting obligations, such as conversion of convertible loans, convertible instruments, stock options or otherwise;

e) the Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable;

f) the Company shall not buyback its Equity Shares from any person through negotiated deals whether on or off the Stock Exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;

g) there are no defaults subsisting in the repayment of deposits or interest thereon, redemption of debentures or preference shares or payment of dividend to any shareholder or repayment of any term loans or interest payable to any financial institution or banks;

h) that the Company has been in compliance with Sections 92, 123, 127 and 129 of the Companies Act;

i) the Company shall not make any offer of buyback within a period of one year reckoned from the date of closure of the Buyback;

j) there is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act, 1956 and Companies Act, 2013 to the extent applicable as on date; and

k) After the Buyback, the ratio of the aggregate of secured and unsecured debts owed by the Company as on March 31, 2016, shall not be more than twice the paid-up equity share capital and free reserves as on March 31, 2016, and as adjusted for Buyback.

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RESOLVED FURTHER THAT that a committee (**"Buyback Committee"**) be constituted comprising of Mr. Kushal N. Desai, Chairman and Managing Director, Mr. Chaitanya N. Desai, Managing Director and Mr. Suyash Saraogi, Director and Mr. Sanjaya Kunder, Company Secretary, for the purposes of the Buyback and to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, expedient, usual or proper, in the best interest of the Company and its equity shareholders, including but not limited to:

a) finalizing the terms of Buyback like the mechanism for the Buyback, entitlement ratio, the schedule of activities for Buyback including finalizing the date of opening and closing of Buyback, the timeframe for completion of the Buyback;

b) to enter into escrow arrangements as may be required in terms of the Buyback Regulations;

c) opening, operation and closure of all necessary accounts, including bank accounts, depository accounts (including escrow account) for the purpose of payment and authorizing persons to operate the said accounts;

d) preparation, signing and filing of public announcement, the draft letter of offer / letter of offer with the SEBI, Registrar of Companies, the Stock Exchanges and other appropriate authority;

To make any corrections, amendments, deletions, additions to the public announcement, draft letter of offer /letter of offer and any other advertisement and to give any information, explanation, declarations and confirmations in relation to the public announcement, draft letter of offer /letter of offer and any other advertisement, as may be required by the relevant authorities including SEBI and to file/publish/submit the revised public announcement, draft letter of offer /letter of offer and any other public notice as required by such relevant authorities;

e) making all applications to the appropriate authority for their requisite approvals including approvals as may be required from the Reserve Bank of India (RBI) under the Foreign Exchange Management Act, 1999 (FEMA) and the rules and regulations framed there under, if any;

f) extinguishment of dematerialized shares and physical destruction of share certificates and filing of certificate of extinguishment required to be filed in connection with the Buyback on behalf of the Company and / or Board, as required under applicable law;

g) appoint any Merchant Bankers, Brokers, Registrars, Advertising Agency as may be required and enter into agreements / letters in respect thereof;

h) sign, execute and deliver such other documents, deeds and writings and to do all such acts, matters and things as it may, in its absolute discretion deem necessary, expedient or proper, to be in the best interest of the Company and equity shareholders for the implementation of the Buyback, and to initiate all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the SEBI, RBI, Registrar of Companies, Stock Exchanges, Depositories and/or other appropriate authorities;

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i) obtaining all necessary certificates and reports from Statutory Auditors and other third parties as required under applicable law;

j) dealing with Stock Exchanges (including their clearing corporations) and to sign, execute, and deliver such documents as may be necessary or desirable in connection with implementing the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and CFD/DCR2/CIR/P/2016/131 dated December 9, 2016;

k) to delegate all or any of the authorities conferred as above to any officer(s) / authorised representative(s) of the Company to give effect to the aforesaid resolution or to accept any change(s) or modification(s) as may be suggested by the appropriate authorities or advisors.

l) to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary, expedient, usual or proper;

m) to give such directions as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise in relation to the Buyback with any authorities involved;

RESOLVED FURTHER THAT any of the above Directors or the Company Secretary of the Company, be and are hereby severally authorised to sign and file certified copy of the resolution with the Registrar of Companies, Gujarat, Ahmedabad, SEBI, Stock Exchanges and any other regulatory authorities as may be required under the Companies Act and Buyback Regulations.

RESOLVED FURTHER THAT a copy of the foregoing resolution duly certified by any one of the Directors or the Company Secretary of the Company be furnished to the relevant / appropriate authorities on demand."

CERTIFIED TRUE COPY
FOR APAR INDUSTRIES LIMITED

(SANJAYA KUNDER)
COMPANY SECRETARY

Mumbai, 6th January, 2017.