



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/2201/2016

By Fax & Hand Delivery

22nd January, 2016

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. : Declaration of result of Resolutions passed through Postal Ballot – Reg. 44
of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sirs,

We refer to our letter no. SEC/1512/2015 dated 15th December, 2015 enclosing therewith the Postal Ballot Notice dated 5th November, 2015 together with Postal Ballot Form (including electronic voting) pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, wherein the approval of the Shareholders was sought by Postal Ballot Voting (including electronic voting) Process on the following Special Resolutions viz.:

Resolution No. 1 :

To approve re-appointment of Dr. Narendra D. Desai, a Technocrat and Non-Executive Chairman of the Company as Technical Adviser / Management Consultant of the Company for a period of 5 years w.e.f. 1st February, 2016 and payment of consultancy fees and providing of other facilities.

Resolution No. 2 :

To approve payment of Commission to Dr. Narendra D. Desai, Non-Executive Chairman of the Company w.e.f. 1st February, 2016 for a period of 5 (five) years, for each financial year commencing from Financial Year 2015-16 at a rate not exceeding 1% of Net Profits of the Company.

The last date for receipt of the duly completed postal ballot forms by the Scrutinizer from the shareholders as also exercising E-voting was Wednesday, the 20th January, 2016.

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Mr. Hemang M. Mehta, a Practicing Company Secretary, who was appointed as the Scrutinizer for conducting the postal ballot process and e-voting in a true, fair and transparent manner, submitted his report dated 21st January, 2016 (copy of report enclosed) and as per the said Report, Mr. Sanjaya Kunder, Company Secretary, authorized by the Chairman of the Company, announced the following results on 22nd January, 2016 stating that the following resolutions have been duly passed by requisite majority through Postal Ballot (including voting through electronic means) at the Corporate Office of the Company at Mumbai viz.:

In case of Poll / Postal Ballot / E-Voting :

Special Resolution No. 1 :

To approve re-appointment of Dr. Narendra D. Desai, a Technocrat and Non-Executive Chairman of the Company as Technical Adviser / Management Consultant of the Company for a period of 5 years w.e.f. 1st February, 2016 and payment of consultancy fees and providing of other facilities.

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 *	22,408,040	14,968,407	66.7993	14,968,407	Nil	100.0000	Nil
Public – Institutional holders	11,192,527	10,106,463	90.2965	5,732,358	4,374,105	56.7197	43.2802
Public- Others	4,896,202	110,793	2.2628	109,983	810	99.2689	0.7311
Total	38,496,769	25,185,663	65.4228	20,810,748	4,374,915	82.6293	17.3707

Special Resolution No. 2 :

To approve payment of Commission to Dr. Narendra D. Desai, Non-Executive Chairman of the Company w.e.f. 1st February, 2016 for a period of 5 (five) years, for each financial year commencing from Financial Year 2015-16 at a rate not exceeding 1% of Net Profits of the Company.

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
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	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group *	22408040	14,968,407	66.7993	14,968,407	Nil	100.00	Nil
Public – Institutional holders	11,192,527	10,118,916	90.4078	10,118,916	Nil	100.00	Nil
Public-Others	4,896,202	98,340	2.0085	96,244	2,096	97.8686	2.1314
Total	38,496,769	25,185,663	65.4228	25,183,567	2,096	99.9917	0.0083

* Dr. Narendra D. Desai being related party to the aforesaid Resolutions did not vote for the above resolutions.

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

Thanking you,

Yours faithfully,
For Apar Industries Limited


(Sanjaya Kunder)
Company Secretary

Encl. : Scrutinizer's Report



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

H. M. Mehta & Associates
Company Secretaries

CONSOLIDATED REPORT OF SCRUTINIZER

[Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman,
Apar Industries Limited
(CIN: L91110GJ1989PLC012802)
Corporate Office:
Apar House, Corporate Park,
Sion-Trombay Road, Chembur,
Mumbai – 400 071.

Dear Sir,

I, Hemang M. Mehta, Proprietor of H. M. Mehta & Associates, Practicing Company Secretaries have been appointed as a Scrutinizer by the Board of Directors of Apar Industries Limited (the Company) for the purpose of scrutinizing the Postal Ballot Voting Process (comprising of electronic mode and physical ballot papers) under the provisions of Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 together with The Companies (Management and Administration) Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the below mentioned resolutions contained in the Notice for Postal Ballot and E-Voting dated 5th November, 2015.

The Management of the Company is responsible to ensure the Compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through e-voting and Postal Ballot process and for the resolution proposed in the notice of Postal ballot of the Company. We have relied on information provided by the RTA of the Company in relation to details regarding number of shares and signature of shareholders. My responsibility as a scrutinizer for the purpose of voting through remote e-voting and Postal Ballot Form is to ensure that the voting process is conducted in fair and transparent manner and is restricted to make a Scrutinizer's Report for Votes cast in "favour" or "against" on the resolution proposed in the Notice of the Postal Ballot of the Company, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide remote e-voting facility for voting through electronic means and Votes cast through postal Ballot forms in respect of the resolutions as set out in the notice of postal ballot of the Company.

