



# 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/1007/2015

10<sup>th</sup> July, 2015

National Stock Exchange of India Limited  
"Exchange Plaza",  
Bandra – Kurla Complex,  
Bandra (East),  
Mumbai – 400 051.

**Scrip Symbol: APARINDS**  
**Kind Attn.: Listing Department**

**Sub: Admission of Application with the Hon'ble High Court of Gujarat for seeking their approval to the Scheme of Amalgamation of Apar Lubricants Limited (ALL) with Apar Industries Limited (AIL) under Sections 391 to 394 of the Companies Act, 1956.**

**Ref.: Your Approval under Clause 24(f) of the Listing Agreement to the above Scheme**

Dear Sir/Madam,

This is in continuation to our earlier letter no. SEC/0607/2015 dtd. 6<sup>th</sup> July, 2015 vide which we have filed the revised Scheme of Arrangement/Amalgamation of Apar Lubricants Ltd. (WOS of AIL) with Apar Industries Ltd. (AIL) with the stock exchanges which was filed by us before Hon'ble High Court, Gujarat on 30<sup>th</sup> June, 2015 along with the Company Applications for seeking necessary directions under the provisions of Section 391 (2) of the Companies Act, 1956.

The Hon'ble High Court has passed necessary order vide Order no. O/COMA/193/2015 against Company Application no. 193/2015 of Apar Lubricants Ltd. (the Transferor Company) and O/COMA/194/2015 against Company Application no. 194/2015 of Apar Industries Ltd. (the Transferee Company).

The copies of the said Orders are enclosed herewith for your perusal.

Kindly take the same on record.

Thanking you,

Yours faithfully,

**For Apar Industries Limited**

  
**(Sanjay Kunder)**  
**Company Secretary**

Encl.: As above.



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SEC/1007/2015

10<sup>th</sup> July, 2015

BSE Limited  
Department of Corporate Affairs  
Listing Department, 27<sup>th</sup> Floor,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
**Mumbai - 400 001.**

**Scrip Code : 532259**  
**Kind Attn.: Listing Department**

**Sub: Admission of Application with the Hon'ble High Court of Gujarat for seeking their approval to the Scheme of Amalgamation of Apar Lubricants Limited (ALL) with Apar Industries Limited (AIL) under Sections 391 to 394 of the Companies Act, 1956.**

**Ref.: Your Approval under Clause 24(f) of the Listing Agreement to the above Scheme**

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Yours faithfully,

**For Apar Industries Limited**

  
**(Sanjaya Kunder)**  
**Company Secretary**

**Encl.: As above.**

PAGES : 3

CHARGE : 12

O/22669/2015

Read By :

Prepared By : MS. BITTAN RAJPUT

Applied on : 07/07/2015

Examined By :

Prepared on : 07/07/2015

Notified on : 8/7/15

Delivered on : 27/7/15

Dy.S.O.

Saction Officer

Decree Department

Decree Department

IN THE HIGH COURT OF GUJARAT AT AHMEDABAD

ORDER PASSED BY THE COURT IN THE CASE OF

1 APAR LUBRICANTS LIMITED  
 (ERSTWHILE APAR CHEMATEK LUBRICANTS LIMITED)  
 301, PANORAMA COMPLEX, R C DUTT ROAD,  
 VADODARA.  
 380007

Applicant(s)

VERSUS

1 ..

Respondent(s)

Being COMPANY APPLICATION No. 193 of 2015

Appearance on Record:

MRS. SWATI SOPARIKAR as ADVOCATE for the Applicant(s) No. 1.

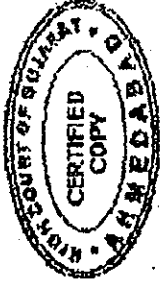
COURT'S ORDER :

CORAM :

HONOURABLE MR.JUSTICE VIPUL M. PANCHOLI

Date of Decision: 06/07/2015

(COPY OF ORDER ATTACHED HEREWITH)



COMA/13/2015

ORDER

## IN THE HIGH COURT OF GUJARAT AT AHMEDABAD

COMPANY APPLICATION NO. 193 of 2015

APAR LUBRICANTS LIMITED...Applicant(s)

Versus

.....Respondent(s)

Appearance:

MRS SWATI SOPARKAR, ADVOCATE for the Applicant(s) No. 1.

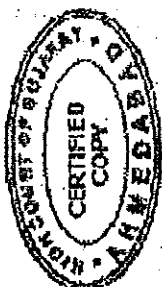
CORAM: HONOURABLE MR. JUSTICE VIPUL M. PANCHOLI

Date : 06/07/2015

## ORAL ORDER

1. A Scheme of Arrangement in the nature of amalgamation of Apar Lubricants Limited (erstwhile Apar Chematek Lubricants Limited) with Apar Industries Limited, the transferee company is proposed under sections 391 to 394 of the Companies Act, 1956.

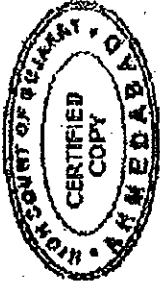
2. In this regard, the present application is filed by Apar Lubricants Limited, the applicant transferor company. In the Judges' summons taken out dated 30<sup>th</sup> June, 2015, it has prayed for dispensation of meeting of Equity Shareholders of the applicant company, there being no secured or unsecured creditors. Heard Mr. Saurabh N Soparkar, learned senior advocate



Q/COMA/193/2015

ORDER

appearing for Mrs. Swati Soparkar, learned advocate for the applicant company.



3. It has been submitted that the applicant transferor company is a wholly owned subsidiary of the transferee company and all the equity shareholders of the applicant company viz. the holding company and its nominees have approved the scheme in form of written consent letters. All these consent letters are annexed with the application as Exhibit- 'D'. There are no secured or unsecured creditors of the applicant company as on date. The certificates confirming the status of the shareholders and creditors as well as the receipt of consent letters from all the shareholders are annexed collectively as Exhibit 'B'. In view of the same, dispensation is sought from convening the meetings of the equity shareholders of the applicant company and considering the facts and circumstances and the submissions, the same is hereby granted.

4. The application is hereby disposed of.

*su-*  
(VIPUL M. PANCHOLI, J.)

TRUE COPY

*ashtak*  
DEPUTY / ASSISTANT REGISTRAR  
THIS 8-7-15 DAY OF

Page 2 of 2

Page 3 of 3

REGISTRAR OF COMPANIES

PAGES : 5

CHARGE : 20

O/22664/2015

Read By :

Prepared By : MS. BITTAN RAJPUT

Examined By :

Applied on : 07/07/2015

Prepared on : 07/07/2015

Notified on : 07/07/15

Delivered on : 07/07/15

Dy.S.O.

Section Officer

Decree Department

Decree Department

IN THE HIGH COURT OF GUJARAT AT AHMEDABAD

ORDER PASSED BY THE COURT IN THE CASE OF

1 APAR INDUSTRIES LIMITED  
301, PANORAMA COMPLEX, R C DUTT ROAD,  
VADODARA.

390007

Applicant(s)

VERSUS

1

Respondent(s)

Being COMPANY APPLICATION No. 194 of 2015

Appearance on Record:

MRS SWATI SOPARKAR as ADVOCATE for the Applicant(s) No. 1

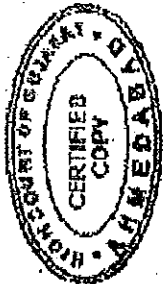
COURT'S ORDER :

CORAM :

HONOURABLE MR.JUSTICE VIPUL M. PANCHOLI

Date of Decision: 06/07/2015

(COPY OF ORDER ATTACHED HEREWITH)



CYCQIAN/194/2015

ORDER

IN THE HIGH COURT OF GUJARAT AT AHMEDABAD

COMPANY APPLICATION NO. 194 of 2015

=====

APAR INDUSTRIES LIMITED...Applicant(s)

Versus

.....Respondant(s)

=====

Appearance:

MRS SWATI SOPARKAR, ADVOCATE for the Applicant(s) No. 1

=====

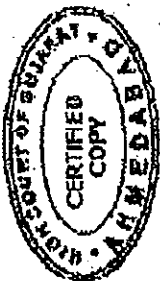
CORAM: HONOURABLE MR.JUSTICE VIPUL M. PANCHOLI

Date : 06/07/2015

ORAL ORDER

1. A scheme of arrangement in the nature of amalgamation of Apar Lubricants Limited (erstwhile Apar ChemateK Lubricants Limited) with Apar Industries Limited, the transferee company is proposed under Sections 391 to 394 of the Companies Act, 1956.

2. In this regard, the present application is filed by Apar Industries Limited, the applicant transferee company. In the Judges' summons taken out dated 30<sup>th</sup> June, 2015, it has prayed for dispensation of separate proceedings for the applicant company. Heard Mr.Saurabh N Soparkar, learned senior advocate appearing for Mrs.Swati Soparkar, learned advocate for the



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ORDER

applicant company.

3. It has been submitted that the said transferor company is the wholly owned subsidiary of the transferee company. The applicant transferee company is the sole holding company. As a result, no shares shall be issued by the transferee company as consideration for the proposed amalgamation of the transferor company with applicant transferee company. Hence, upon scheme being effective, the capital structure of the transferee company shall not undergo any change. It has been pointed out that pursuant to clause 8 of the scheme the entire share capital of the transferor company shall be extinguished. In view of the same, the rights and interests of the shareholders of the transferee company shall not be in any way affected and hence the separate proceedings for the said transferee company is not necessary.

4. It is further submitted that the aforesaid submission is based on the settled legal position supported by judgments of various High Courts. It is submitted that this view is consistently taken vide the series of judgments inter alia including Sharat Hardware Industries P.Ltd., 48 Company Cases 23(Del.) and Mahaamba Investments Limited V. IDI Limited, 105 Company





O/COMA/134/2015

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Cases 16 (Bom.), and has consistently followed by various orders of our High Court.

5. Considering the submissions and in light of the settled legal position confirmed by various judgments referred to in the said affidavit in support of the Judges' summons, holding that separate proceedings are not necessary for the transferee company being the holding company, it is held in the present case also that separate proceedings are not required to be filed for the transferee company.

6. Attention of the court is drawn to Para 6 of the affidavit in support of the Judges' Summons. It has been pointed out that the applicant being a listed public limited company, pursuant to clause 24(f) of the Listing Agreement, the applicant company has obtained the requisite approval from the concerned stock exchanges viz. BSE Limited and National Stock Exchange of India Limited. A copy of each of them have been placed on record as Exhibit 'E'. Perusal of the same makes it clear that an additional condition has been prescribed by the SEBI with reference to previous acquisition of shares. The same has now been included in clause 17(iii) of the scheme. The applicant company has undertaken to comply with the same by conducting



COMA/134/2015

ORDER

an independent procedure for Postal Ballot and a voting in this regard. It has further undertaken that the result of the same shall be placed on record before final sanction of the scheme.

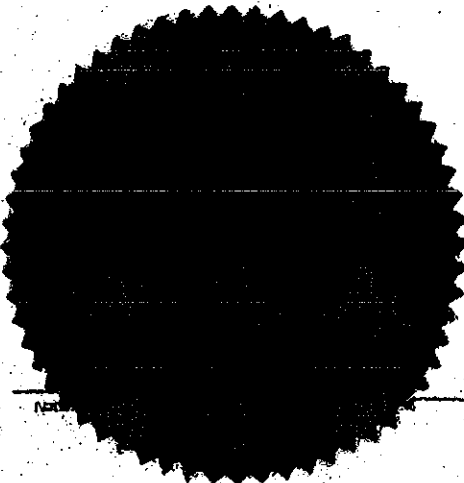


7. The application is hereby disposed off.

*SM*  
(VIPUL M. PANCHOLI, J.)

Encl:na

DATE OF RECEIPT



TRUE COPY

*08/07/2015*

DEPUTY / ASSISTANT REGISTRAR  
THIS 8-7-15 DAY OF

Page 4 of 4

Page 3 of 3