

Title: Remuneration & Board Diversity Policy
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APAR INDUSTRIES LIMITED

(CIN : L91110GJ1989PLC012802)

Remuneration & Board Diversity Policy

1. Introduction: Remuneration Policy

The remuneration policy for members of the Board of Directors and Senior Management of APAR reflects the interests of the shareholders and the company taking into consideration any specific matters, including the assignments, the responsibilities undertaken and also be competitive with the external market. The company recognizes the benefit of a Board that possesses the right balance of skills, knowledge, experience, expertise and diversity of perspective. The "Senior Management" includes "members of core management team excluding Board of Directors comprising all members of management one level below the executive directors including, Key Managerial Personnel, Chief Operating Officers and all the functional heads."

2. The Nomination and Compensation-cum-Remuneration Committee (NCR Committee) shall formulate eligible criteria for nomination and selection of Directors and Senior Management and recommend remuneration policy.

3. Appointment and Qualification of the Director and Senior Management and the Composition of the Board shall be governed by the NCR Committee.

In recognition of the fact that the selection of qualified directors and Senior Management is complex and crucial to the long-term success of the company, the NCR Committee has established the following guidelines for the identification and evaluation of candidates for the membership on the Company's Board of Directors.

Candidates should be distinguished individuals who are prominent in their fields or otherwise possess exemplary qualities that will enable them to effectively function as directors and Senior Management of the Company. While the NCR Committee may not believe it appropriate at this time to establish any specific minimum qualification for candidates, the committee shall focus on the following qualities in identifying and evaluating candidates for Board membership.

Membership Criteria

- Educational background, business experience and skills
- Character, reputation of highest ethical standards and personal integrity
- Practical wisdom, Sound Business Judgment and strong sense of professionalism
- Independence and objectivity
- Diversity and multi-cultural experience and understanding,
- Strong understanding of marketing, finance and other disciplines relevant to the success of business.
- Willingness to commit, as well as have sufficient time to discharge his or her duties to the Board.
- Ability to consider and understand all the constituencies of the company, which includes stockholders, employees, customers, governmental units, creditors and the general public.
- Any other factors that the NCR Committee may consider to be relevant and appropriate for the appointment.

Recognizing that the overall composition of the Board is essential to the effective functioning of the Board, the NCR Committee shall make appointment in the context of the existing composition of the Board so as to achieve an appropriate mix of backgrounds, skills, diversity and qualities. In making its determinations, the NCR Committee shall take into account all applicable legal, regulatory and stock exchange requirements concerning the composition of the Board and its committees.

4. Evaluation Criteria:

The Board constantly evaluates the contribution of the members and re-appoints them for a tenure as per company requirement based on their performance linked to strategic objectives of the company. Evaluation criteria may be membership accountability, governance, board operations, legal responsibilities, financial overview, board-management relations, and personal leadership.

5. Board Remuneration:

The remuneration of the Board of Directors and Senior Management is set by the NCR Committee under the delegated powers of the board.

Efforts are made to ensure that the remuneration of the Board of Directors and Senior Management matches the level in comparable companies, whilst also taking into consideration board members' required competencies, qualification, efforts and the scope of the board work, including the number of meetings.

6. Remuneration to the Board of Directors and Senior Management:

Attracting and retaining top talent is the key objective of our approach to remuneration. This is done keeping in mind that the competitive and fair awards are linked to the key deliverable and also aligned with the market practices and shareholders' expectations.

Accordingly, the Board of Directors and Senior Management believe that a combination of fixed and performance-based pay to the Executive Management helps ensure the company can attract, motivate and retain key employees while reflecting the short and long-term performance objectives and goals of the company.

Fixed Salary:

The fixed salary shall be based on the market level. The total remuneration of the Executive Management is stated in the Annual Report.

Variable Component:

The variable component shall always be within the limits of the overall guidelines for incentive pay adopted by the Board.

7. Linkage to Performance:

The relationship of remuneration to performance is clear and ties the larger part of remuneration to long-term performance. The level varies according to performance relative to the measure linked directly to strategic priorities.

8. Policy on Diversity:

APAR is committed to the highest standards of corporate governance, transparency and accountability. Hence, we strive to leverage Diversity to contribute to the achievement of APAR's strategic objectives.

Accordingly, the broad aim to attract and maintain a Board which has an appropriate mix of Diversity, education, skills, knowledge, experience, expertise and cultural background. The APAR Board recognizes the value of appointment individual who bring a variety of diverse opinions, perspectives, skills, experience, background and orientations to its business decision and its decision-making processes.

An overriding principle is that all appointment to the Board will be based upon the merit and suitability of the candidate. Taking this into account, appointment of female members to the Board is also to add value of a more diverse board.

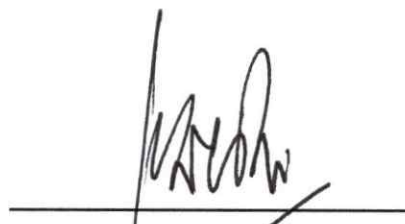
9. Review of the Board Diversity Policy

The NCR Committee shall review this policy, as appropriate, to ensure the effectiveness of this policy. The committee shall discuss any revision that may be required and recommend any such revisions to the Board for consideration and approval.

10. Disclosure and Publication:

A summary of this policy shall be disclosed in the Corporate Governance Report of the Annual Report of the Company.

Process Owner: HR

A handwritten signature in black ink, appearing to read 'Kushal N. Desai', is written over a horizontal line.

Kushal N. Desai
Chairman & Managing Director
(DIN : 00008084)
Mumbai, April 1, 2015