

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L91110GJ1989PLC012802

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACG1840M

(ii) (a) Name of the company

APAR INDUSTRIES LIMITED

(b) Registered office address

301 PANORAMA COMPLEX R C DUTT ROAD
VADODARA
Gujarat
390007
India

(c) *e-mail ID of the company

com_sec@apar.com

(d) *Telephone number with STD code

02652339906

(e) Website

www.apar.com

(iii) Date of Incorporation

28/09/1989

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital



Yes



No

(vi) *Whether shares listed on recognized Stock Exchange(s)



Yes



No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE LIMITED (BSE)	1
2	NATIONAL STOCK EXCHANGE OF INDIA LIMITED (NSE)	1,024

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) *Financial year From date 01/04/2017 (DD/MM/YYYY) To date 31/03/2018 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM

09/08/2018

(b) Due date of AGM

30/09/2018

(c) Whether any extension for AGM granted

☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

4

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C5	Coke and refined petroleum products	33
2	D	Electricity, gas, steam and air condition supply	D1	Electric power generation, transmission and distribution	46
3	C	Manufacturing	C10	Electrical equipment, General Purpose and Special purpose Machinery & equipment,	20
4	C	Manufacturing	C13	Other manufacturing including jewellery, musical instruments, medical instruments,	1

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

4

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Petroleum Specialities Pte. Ltd		Subsidiary	100
2	Petroleum Specialities FZE, Sha		Subsidiary	100
3	Apar Transmission & Distributi	U74999GJ2016PTC093485	Subsidiary	100
4	Cema Optilinks Private Limited	U32302GJ2017PTC097824	Subsidiary	99

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	101,998,750	38,268,619	38,268,619	38,268,619
Total amount of equity shares (in Rupees)	1,019,987,500	382,686,190	382,686,190	382,686,190

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	101,998,750	38,268,619	38,268,619	38,268,619
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,019,987,500	382,686,190	382,686,190	382,686,190

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	38,268,619	382,686,190	382,686,190	
Increase during the year	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	38,268,619	382,686,190	382,686,190	
Preference shares				
At the beginning of the year	0	0	0	

Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify <div></div>				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify <div></div>				
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☐ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☒

No

☐

Not Applicable

Separate sheet attached for details of transfers

☒

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting

09/08/2017

Date of registration of transfer (Date Month Year) <input style="width: 400px;" type="text"/>			
Type of transfer	<input style="width: 100%;" type="text"/>	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width: 150px;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 150px;" type="text"/>
Ledger Folio of Transferor		<input style="width: 500px;" type="text"/>	
Transferor's Name	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input style="width: 500px;" type="text"/>	
Transferee's Name	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input style="width: 400px;" type="text"/>			
Type of transfer	<input style="width: 100%;" type="text"/>	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width: 150px;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 150px;" type="text"/>
Ledger Folio of Transferor		<input style="width: 500px;" type="text"/>	
Transferor's Name	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input style="width: 500px;" type="text"/>	
Transferee's Name	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>	<input style="width: 150px;" type="text"/>
	Surname	middle name	first name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			2,151,753,575
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			899,734,580
Deposit			0
Total			3,051,488,155

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Turnover**

56,359,057,780

(ii) Net worth of the Company

9,886,317,758

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	20,003,550	52.27	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	110,153	0.29	0	
10.	Others Promoters Group- Chaitanya N. I	2,066,855	5.4	0	
	Total	22,180,558	57.96	0	0

Total number of shareholders (promoters)

14

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	3,579,125	9.35	0	
	(ii) Non-resident Indian (NRI)	191,764	0.5	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	47,962	0.13	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	4,123	0.01	0	
5.	Financial institutions	57,181	0.15	0	
6.	Foreign institutional investors	30	0	0	
7.	Mutual funds	8,165,282	21.34	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,152,189	3.01	0	
10.	Others FPI / Clearing Members	2,890,405	7.55	0	
	Total	16,088,061	42.04	0	0

Total number of shareholders (other than promoters)

27,033

**Total number of shareholders (Promoters+ Public/
Other than promoters)**

27,047

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

2

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
THE JAGUAR FUND N.V.	C/O STANDARD CHARTERED BANK			20	0
TIGER MANAGEMENT	C/O STANDARD CHARTERED BANK			10	0

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	13	14
Members (other than promoters)	24,782	27,033
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	2	0	2	0	47.79	0
B. Non-Promoter	0	4	0	4	0	0.01
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	4	0	4	0	0.01
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	4	2	4	47.79	0.01

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Kushal N.Desai	00008084	Managing Director	9,187,974	
Chaitanya N.Desai	00008091	Managing Director	9,103,656	
F.B.Virani	00062278	Director	4,000	
Suyash Saraogi	00727967	Director	0	21/08/2018
Nina Kapasi	02856816	Director	0	
Rajesh Sehgal	00048482	Director	0	
Vivek C.Diwadkar	AAGPD1690P	CFO	1,952	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Sanjaya R.Kunder	ACVPK1531F	Company Secretar	133	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

3

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Dr. N.K.Thingalaya	00019226	Director	01/11/2017	CESSATION DUE TO RESIGNATIO
Rajesh Sehgal	00048482	Additional director	24/04/2017	APPOINTMENT AS A ADDITINAL D
Rajesh Sehgal	00048482	Director	09/08/2017	CHANGE IN DESIGNATION

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	09/08/2017	26,273	64	58.05

B. BOARD MEETINGS

*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	30/05/2017	7	5	71.43
2	09/08/2017	7	6	85.71
3	01/11/2017	6	6	100
4	29/01/2018	6	6	100

C. COMMITTEE MEETINGS

Number of meetings held

14

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	30/05/2017	6	4	66.67
2	Audit Committee	09/08/2017	6	5	83.33
3	Audit Committee	01/11/2017	5	5	100
4	Audit Committee	29/01/2018	5	5	100
5	Nomination and Remuneration	30/05/2017	4	2	50
6	Nomination and Remuneration	01/11/2017	3	3	100
7	Share Transfer	30/05/2017	3	3	100
8	Share Transfer	09/08/2017	3	3	100
9	Share Transfer	01/11/2017	3	3	100
10	Share Transfer	29/01/2018	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	09/08/2018
								(Y/N/NA)
1	Kushal N.Desai	4	4	100	12	12	100	Yes
2	Chaitanya N.D	4	4	100	8	8	100	Yes
3	F.B.Virani	4	3	75	10	7	70	Yes
4	Suyash Sarao	4	4	100	10	10	100	Yes
5	Nina Kapasi	4	4	100	4	4	100	Yes
6	Rajesh Sehgal	4	4	100	6	6	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Kushal N.Desai	Chairman & Mar	11,778,792	22,783,947	0	237,949	0
2	Chaitanya N.Desai	Managing Direct	11,983,573	22,783,947	0	456,550	0
	Total		23,762,365	45,567,894	0	694,499	70,024,758

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Vivek C.Diwadkar	Chief Financial C	9,655,569	0	0	0	0
2	Sanjaya R.Kunder	Company Secre	3,082,048	0	0	0	0
	Total		12,737,617	0	0	0	12,737,617

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	F.B.Virani	Director	0	0	0	215,000	0
2	Suyash Saraogi	Director	0	0	0	290,000	0
3	Nina Kapasi	Director	0	0	0	230,000	0
4	Rajesh Sehgal	Director	0	0	0	250,000	0
5	Dr. N. K. Thingalaya	Director	0	0	0	0	0
	Total		0	0	0	985,000	985,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

- * A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status
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(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Hemang M. Mehta

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

2554

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
 (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...

5

dated

30/05/2018

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

CHAITANYA
AN DESAI

DIN of the director

00008091

To be digitally signed by

Heman
g Mehta
Digitally signed by
Heman Mehta
Date: 2018.10.08
14:30:03 +05'30'

☐ Company Secretary

☒ Company secretary in practice

Membership number 4965

Certificate of practice number 2554

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

ListofShare HoldersApar IndustriesLimited:
FormNoMGT8.pdf
AdditionalSheetforPoint NoIXCCCommitteeM
DetailsofShareTransfersAparIndustriesLim

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company