

SEC/1602/2022

16th February, 2022

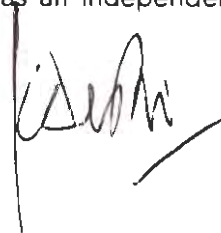
National Stock Exchange of India Ltd. "Exchange Plaza", C-1, Block G, Bandra- Kurla Complex, Bandra (E), <u>Mumbai – 400 051.</u>	BSE Ltd. Corporate Relationship Department, 27 th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, <u>Mumbai – 400 001.</u>
Scrip Symbol : APARINDS	Scrip Code : 532259
<u>Kind Attn.: The Manager, Listing Dept.</u>	<u>Kind Attn. : Corporate Relationship Dept.</u>

Sub. : Submission of Notice of Postal Ballot dated January 31, 2022 pursuant to Regulation 30 and all other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

Dear Sirs,

We invite your kind attention to our letter no. SEC/3101/2022 dtd. 31st January, 2022 vide which we have intimated to the Exchanges about the appointment of Mr. Kaushal J. Sampat (DIN : 01932997) as an Additional Director to act as Independent Director (Non-Executive) subject to approval by the Shareholder of the Company.

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, please find enclosed herewith the Postal Ballot Notice dated January 31, 2022, seeking approval of the Shareholders of the Company. by way of remote e-voting process, for appointment of Mr. Kaushal Jaysingh Sampat (DIN : 01932997) as an Independent Director (Non-Executive) of the Company.



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Postal Ballot Notice is being sent only through electronic mode to the Shareholders of the Company whose names appear in the Register of Members / List of Beneficial Owners as on **Thursday, February 10, 2022 ("Cut-Off-Date")**.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as an Agency to provide remote e-voting facility. The facility to exercise vote on Postal Ballot by remote e-voting, will be available during the following period:

Commencement of e-voting : 10:00 Hours (IST) on Thursday, February 17, 2022
End of e-voting : 17.00 Hours (IST) on Friday, March 18, 2022

The Notice of Postal Ballot is also available on the website of the Company at www.apar.com and the website of Central Depository Services (India) Limited (CDSL) i.e. www.evotingindia.com.

You are requested to take the same on record.

Yours faithfully,

For APAR Industries Limited

(Kushal N. Desai)

Chairman & Managing Director

DIN : 00008084

Encl.: As above

APAR Industries Limited

Corporate Office: APAR House, Corporate Park, V N Purav Marg, Chembur, Mumbai 400 071, India
+91 22 2526 3400/6780 0400 corporate@apar.com www.apar.com

Regd Office: 301/306, Panorama Complex, RC Dutt Road, Alkapuri, Vadodara - 390007, India
+91 265 6178 700/6178 709 apar_baroda@apar.com www.apar.com CIN: L91110GJ1989PLC012802



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APAR INDUSTRIES LIMITED

POSTAL BALLOT NOTICE



APAR INDUSTRIES LIMITED

(CIN: L91110GJ1989PLC012802)

Regd. Office: 301, Panorama Complex, R. C. Dutt Road, Vadodara – 390 007 (Gujarat), India.

Phone: 0265 – 2339906 Email: com.sec@apar.com | Website: www.apar.com

POSTAL BALLOT NOTICE

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

Notice is hereby given that the resolution as set out below is proposed to be passed by the members of APAR Industries Limited (“**the Company**”) by means of Postal Ballot, only by way of remote e-voting process (“**e-voting**”), pursuant to Section 110 of the Companies Act, 2013 (“**the Act**”), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”) and all other applicable provisions, if any, of the Act and the Rules made thereunder read with General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021 and 20/2021 dated 8th December, 2021, issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India (“**ICSI**”) and all other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).

The Statement pursuant to Section 102(1) and all other applicable provisions, if any, of the Act read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto.

The Board of Directors of the Company have appointed Mr. Hemang M. Mehta, Proprietor of H. M. Mehta & Associates, Practicing Company Secretaries, Vadodara, Gujarat, India (Membership No. FCS - 4965 & Certificate of Practice No. 2554) as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a true, fair and transparent manner and he has communicated his willingness for his appointment and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the agency to provide e-voting facility. In accordance with the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their votes electronically not later than 17:00 Hrs. IST on **Friday, 18th day of March, 2022** (the last day to cast vote electronically) to be eligible for being considered.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman and/or Managing Directors of the Company or any person authorized by him. The results of the Postal Ballot/E-voting shall be declared within two working days from the conclusion of remote e-voting and the same, along with the Scrutiniser's Report, will be placed on the website of the Company and will be displayed on the Company's website **www.apar.com** and will also be communicated to the Stock Exchanges and Central Depository Services (India) Limited (“**CDSL**”). The Company will also display the results of the Postal Ballot at its Registered Office and Corporate Office as well.

SPECIAL BUSINESS

Appointment of Mr. Kaushal Jaysingh Sampat as an Independent Director (Non Executive) of the Company

To consider and pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Kaushal Jaysingh Sampat (DIN : 01932997), who was appointed as an Additional Director of the Company with effect from January 31, 2022 pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be appointed as an Independent Director (Non Executive), not liable to retire by rotation and to hold office for a term of upto 5 (five) consecutive years i.e. from January 31, 2022 to January 30, 2027.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board of Directors
For APAR Industries Limited**

Sd/-

**Place: Mumbai
Date: 31st January, 2022**

**(Sanjaya Kunder)
Company Secretary**

Registered Office:
301, Panorama Complex,
R. C. Dutt Road, Vadodara - 390 007, Gujarat, India.
CIN : L91110GJ1989PLC012802
Website: www.apar.com
E-mail: com.sec@apar.com
Tel.: (+91) (0265) 2339906
Fax: (+91) (0265) 2330309

Notes:

1. The Explanatory Statement pursuant to Section 102(1) of the Act read with the Rules, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is attached.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear in the Register of Members / List of Beneficial Owners as on **Thursday, 10th day of February, 2022** (**“Cut-Off-Date”**) received from the Depositories and whose e-mail addresses are registered with the Company / RTA / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not sent to members for this Postal Ballot.

3. This Postal Ballot Notice will also be made available on the Company's website at **www.apar.com**, websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at **www.bseindia.com** and **www.nseindia.com** respectively and on the website of Central Depository Services (India) Limited (CDSL) at <https://www.evotingindia.com>.
4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address, Mobile No., PAN and Bank Details are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form and (ii) by clicking on https://www.linkintime.co.in/EmailReg/Email_Register.html

Alternatively, Shareholders / Members can register their email address, by sending an Email, containing self-attested copy of PAN, at investor.services@apar.com by quoting their Folio No. / DP ID – Client ID in order to facilitate the Company to serve the documents through the electronic mode.

5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-Off-Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off-Date should treat this notice for information purpose only.
6. Voting rights of Members/Beneficial Owners shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on **Thursday, 10th day of February, 2022 (Cut-Off-Date)**.
7. Pursuant to Sections 108, 110 and all other applicable provisions, if any, of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as an Agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice, which the members are requested to read carefully before casting their vote.
8. The e-voting period commences at **10:00 Hrs. (IST) on Thursday, 17th day of February, 2022 and ends at 17.00 Hrs. (IST) on Friday, 18th day of March, 2022**. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
9. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. **Friday, 18th day of March, 2022**. Resolution passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
10. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to **investor.services@apar.com**.

PROCEDURE FOR EVOTING:

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

- (i) The voting period begins at **10:00 Hrs. (IST) on Thursday, 17th day of February, 2022 and ends at 17.00 Hrs. (IST) on Friday, 18th day of March, 2022**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off-date i.e. Thursday, 10th day of February, 2022** (record date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above-said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking

	<p>the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above-mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method for e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly, modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz.; com.sec@apar.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, ‘A’ Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, AS AMENDED FROM TIME TO TIME.

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice of Postal Ballot:

The Board of Directors of the Company, based on the recommendation of the Nomination and Compensation-cum-Remuneration Committee and pursuant to the provisions of Section 149, 150, 152 and 161(1) of the Companies Act, 2013 (“**the Act**”) and all the applicable Rules made thereunder read with the Articles of Association of the Company, had approved the appointment of Mr. Kaushal Jaysingh Sampat (DIN : 01932997) as an Additional Director, designated as Independent Director (Non-Executive) of the Company for a term of upto 5 (Five) consecutive years with effect from January 31, 2022 to January 30, 2027.

Mr. Sampat holds Master of Business Administration (MBA) from Bowling Green State University, Ohio, USA and Diploma in Business Management from Narsee Monjee Institute of Management Studies (NMIMS), Mumbai, India. He has over 26 years of varied experience in General Management, Sales, International Business Development, Marketing and Operations, of which, 18 years with Dun & Bradstreet India in various leadership roles including President & Managing Director.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and as per amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") effective from January 1, 2022, appointment of Independent Directors requires approval of the members of the Company.

Mr. Kaushal Jaysingh Sampat is qualified to be appointed as a director in terms of Section 164 of the Act and has given his consent to act as a director. The Company has also received declaration from Mr. Kaushal Jaysingh Sampat that he meets the criteria of independence as prescribed both under Section 149(6) of the Act, applicable rules made thereunder and Listing Regulations.

The Company has also received notice under Section 160 of the Act from a shareholder proposing the candidature of Mr. Kaushal Jaysingh Sampat for the office of a Director of the Company.

In the opinion of the Board, Mr. Kaushal Jaysingh Sampat fulfils the conditions for appointment as an Independent Director (Non-Executive) as specified in the Act and rules made thereunder as also in the Listing Regulations. Mr. Kaushal Jaysingh Sampat is independent of the management and possesses appropriate skills, expertise, experience and knowledge. Considering the extensive knowledge and experience of Mr. Kaushal Jaysingh Sampat as well as his educational background, appointment of Mr. Kaushal Jaysingh Sampat as an Independent Director (Non-Executive) is in the interest of the Company.

Details of Mr. Kaushal Jaysingh Sampat are provided in the “**Annexure**” to this Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings (“**SS-2**”), issued by the ICSI. He shall be paid remuneration by way of a fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

Copy of the letter of appointment of Mr. Kaushal Jaysingh Sampat setting out the terms and conditions of appointment shall be available for inspection by the members electronically. Members seeking to inspect the same can send an email to **investor.services@apar.com**.

Save and except Mr. Kaushal Jaysingh Sampat, being the appointee, or his relatives, none of the other Directors / Key Managerial Personnel of the Company / relatives of Directors and Key Managerial Personnel are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board accordingly, recommends the special resolution set out in the Notice for approval by the members.

**By Order of the Board of Directors
For APAR Industries Limited**

Sd/-

Place: Mumbai
Date: 31st January, 2022

(Sanjaya Kunder)
Company Secretary

Registered Office:
301, Panorama Complex,
R. C. Dutt Road, Vadodara - 390 007, Gujarat,
India.
CIN: L91110GJ1989PLC012802
Website: www.apar.com
E-mail: com.sec@apar.com
Tel.: (+91) (0265) 2339906
Fax: (+91) (0265) 2330309

ANNEXURE TO THE NOTICE DATED 31st January, 2022

Details of Mr. Kaushal Jaysingh Sampat (DIN: 01932997)

1.	Date of Birth & Age	:	October 20,1970 (51 years)
2.	Education & Qualifications	:	<p>1. Master of Business Administration from Bowling Green State University, Ohio, USA</p> <p>2. Diploma in Business Management from Narsee Monjee Institute of Management Studies (NMIMS), Mumbai, India</p> <p>3. Graduated in Commerce from University of Bombay</p>
3.	Experience (including expertise in specific functional area) / Brief Resume	:	With over 26 years of varied experience in General Management, Sales, International Business Development, Marketing and Operations, Mr. Sampat spent 18 years with Dun & Bradstreet India in various leadership roles including President & Managing Director from 2010 - 2017. He helped to establish Acuite Ratings & Research Ltd. (formerly SMERA Ratings Limited), Dun & Bradstreet's joint venture with SIDBI and has served on its Board.
4.	Terms and Conditions of Appointment	:	As per the resolution set out in this Notice read with the Explanatory Statement attached hereto.
5.	Remuneration last drawn (including sitting fees, if any)	:	Sitting fees @ INR 45,000/- per meeting of the Board.
6.	Remuneration proposed to be paid	:	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.
7.	Date of first appointment on the Board	:	Effective January 31, 2022.
8.	Skills and capabilities required for the role as an Independent Director	:	<p>Mr. Kaushal Jaysingh Sampat meets the following skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company:</p> <p>a. General Management, b. Risk Management and c. Data and Analytics.</p>
9.	Shareholding in the Company as on date of notice, including share- holding as a beneficial owner.	:	Nil

10.	Relationship with other Directors / Key Managerial Personnel of APAR Industries Limited	:	Not related to any other Director / Key Managerial Personnel of the Company
11.	Number of meetings of the Board / Committee attended during the financial year (FY 2021-22)	:	1 out of 1 Board Meeting held since his appointment.
12.	Directorships of other Boards as on date of notice. (along with listed entities from which the person has resigned in the past three years)	:	Nil
13.	Membership / Chairmanship of Committees of other Boards as on the date of notice. (along with listed entities from which the person has resigned in the past three years)	:	Nil

**By Order of the Board of Directors
For APAR Industries Limited**

Sd/-

**Place: Mumbai
Date: 31st January, 2022**

**(Sanjaya Kunder)
Company Secretary**

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