



APAR INDUSTRIES LIMITED

Regd. Office : 301, Panorama Complex,
R.C. Dutt Road, Vadodara - 390 007.

POSTAL BALLOT NOTICE

(Pursuant to Section 192A of the Companies Act, 1956)

Dear Shareholder / s,

Sub. : Passing of Resolution by Postal Ballot

Notice is hereby given pursuant to Section 192A of the Companies Act, 1956, read with the Companies (passing of the resolution by postal ballot) Rules, 2011, as amended from time to time ("Postal Ballot Rules"), that it is proposed to transact the Special Business by the Members of the Company by passing the following Special Resolution by means of Postal Ballot :

1. To consider and, if thought fit, to pass, through Postal Ballot, the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 17 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), Clause No. (iii) i.e. Object Clause of the Memorandum of Association of the Company be and is hereby altered and amended in the manner and to the extent stated below :

The following sub-clause (1) (a) (aa) 3 be and is hereby inserted after the existing sub-clause (1) (a) (aa) 2 in the main objects clause (iii) A of the Memorandum of Association of the Company :

- (1) (a) (aa) 3.** Manufacturing and providing Electron Beam (E-beam) irradiation services for various products including Heat Shrink Tubings, all types of sleeves, Polymeric Moulded & Extruded components, Plastic & Rubber Pipes and Hoses, Polymeric sheets/films in single/multilayer including foamed, all types of polymeric industrial packaging materials, Automotive wires & Cables, Automotive components, Telecommunication cables, Optical Fiber and Optical Fiber Cables, Green House covers, Plastic tarpaulin products, all varieties of Insulated Cables & Wires, Medical product sterilization including pharmaceutical and first aid products, Irradiation of Diamonds & Precious and semi precious stones, irradiation of PTFE (polytetraflouroethylene) and grinding it to fine powder, surface coatings and irradiation services for any other materials and substances including spices and food products."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to agree to and accept such modifications, terms and conditions in the newly inserted Object Clause as may be accepted by the concerned authorities and to modify the same accordingly and obtain confirmation and to do all such acts, deeds, matters and things as may be necessary to implement the aforesaid resolution".

Registered Office:
301, Panorama Complex,
R. C. Dutt Road,
Vadodara – 390 007.

By Order of the Board,
For Apar Industries Limited
(Sanjaya Kunder)
Company Secretary

Place : Mumbai.
Date : 29th July, 2011.

Notes :

1. The relative Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 setting out material facts, is annexed hereto.
2. In terms of Section 192A of the Companies Act, 1956 read with the Companies (passing of the resolution by postal ballot) Rules, 2011, the item of business as set out in the Notice above is sought to be passed by Postal Ballot.
3. The Board of Directors at its meeting held on 29th July, 2011 has appointed Mr. Hemang M. Mehta of M/s. H. M. Mehta & Associates, Practicing Company Secretaries, Vadodara as Scrutinizer to receive and scrutinize the completed ballot papers received from the Members and for conducting the Postal Ballot process in a fair and transparent manner. The Postal Ballot Form and the self-addressed business reply envelope are enclosed for use of Members.
4. The Notice is being sent to all the members whose names would appear in the Register of Members / Record of Depositories of Friday, 12th August, 2011.
5. Members are requested to read carefully the instructions printed in the Postal Ballot Form and return the Form duly completed in all respects along with assent (for) or dissent (against), in the attached self-addressed postage pre-paid envelope, so as to reach the Scrutinizer on or before the close of working hours on **Friday, 30th September, 2011** to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny.
The results of the voting by Postal Ballots will be announced by the Chairman, or in his absence, by any other person so authorized by the Chairman on **Monday, 10th October, 2011 at 11.00 A.M.** at the Corporate Office of the Company at **Apar House, Corporate Park, Bldg. No. 5, Sion-Trombay Road, Chembur, Mumbai-400071** and the resolution will be taken as passed effectively on the date of announcement of the result by the Chairman, if the results of the Postal Ballots indicate that the requisite majority of the Shareholders had assented to the Resolution. Members, who wish to be present at the time of declaration of the results, may do so at the said venue. The result of the Postal Ballot shall also be announced through a newspaper advertisement and hosted on the website of the Company viz. www.apar.com
6. Please be informed that the Company is providing voting through postal mode only. The option for voting by electronic mode is not provided and hence, the same can not be exercised by the members.
7. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company during the office hours on all working days except Sundays between 11.00 a.m. and 1.00 p.m. upto the date and time of announcement of the results by the Postal Ballot.
8. The Special Resolution mentioned above shall be declared as passed if the number of votes cast in its favour are not less than three times the number of votes cast, if any, against the said Resolution.

ANNEXURE TO NOTICE

Explanatory Statement Pursuant to Section 173(2) and 192A of the Companies Act, 1956 to the accompanying Notice dated 29th July, 2011.

Item No. 1:

The Company proposes to expand its activities into manufacturing and providing Electron Beam (E-beam) irradiation services for various products as contained in the resolution set out at item no. 1 of this Notice of Postal Ballot. The proposed amendment in the object clause is intended to enable the company to seize the emerging business opportunities.

The proposed business in terms of Section 17 of the Companies Act, 1956 can advantageously and conveniently be combined with the existing business of the Company. This will also enlarge the area of operations of the Company.

Accordingly, it is proposed to insert sub-clause (1) (a) (aa) 3 after the existing sub-clause (1) (a) (aa) 2 in the main objects clause (iii) A of the Memorandum of Association of the Company in terms of the provisions of Section 17 of the Companies Act, 1956.

The Board recommends the above Special Resolution for your approval.

A copy of the Memorandum of Association of the Company along with the proposed insertion will be available for inspection by the Members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days up to Friday, 30th September, 2011.

None of the Directors of the Company is interested or concerned in the said resolution except to the extent of their respective shareholding in the Company.

Registered Office:
301, Panorama Complex,
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Vadodara – 390 007.

By Order of the Board,
For Apar Industries Limited
(Sanjaya Kunder)
Company Secretary

Place : Mumbai.
Date : 29th July, 2011.



APAR INDUSTRIES LIMITED

Regd. Office : 301, Panorama Complex,
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POSTAL BALLOT FORM

(Please read the Instructions printed overleaf carefully before completing this form)

Serial No.

1. Name and Registered Address of the Sole/First named Member :
[In Block Letters]

2. Name(s) of the Joint holder(s), if any :
[In Block Letters]

3. Registered Folio No. / DP ID / Client ID No.* :
*(Applicable to Members holding Shares in dematerialised form)

4. No. of Shares Held :

5. I/We hereby exercise my / our vote in respect of Special Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company dated 29th July, 2011 by sending my / our assent (FOR) or dissent (AGAINST) to the said Resolution by placing the tick (✓) mark at the appropriate box below:
(Tick in both the boxes will render the ballot invalid)

Description	Type of Resolution	No of Shares	(For)	(Against)
			I/We assent to the Resolution	I/We dissent to the Resolution
Resolution under Section 17 of the Companies Act, 1956 for amending the Object Clause of the Memorandum of Association of the Company.	Special			

Place :

Date :

E-mail ID :

(Signature of the Member)

Note : Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS :

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached pre-paid self-addressed envelope. Postage will be borne and paid by the Company. However, any envelope containing Postal Ballot Form, if deposited in person or if sent by courier at the expense of the Member, will also be accepted.
2. **Please be informed that the Company is providing voting through postal mode only. The option for voting by electronic mode is not provided and hence, the same can not be exercised by the members.**
3. Please convey your assent / dissent in this Postal Ballot Form. The consent must be accorded by recording the assent in the column “**FOR**” and dissent in the column “**AGAINST**” by placing a tick (✓) mark in the appropriate column. The assent or dissent received in any other Form shall not be considered valid.
4. This Postal Ballot Form should be duly completed and signed by the Member. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited to the Company, in respect of shares held in the physical form or dematerialized form respectively) by the first named Member and in his / her absence, by the next named joint-holder.

Where an authorized representative of a body corporate has signed the Postal Ballot Form, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form.

Where the Form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form.

A Member may sign the Form through an Attorney appointed specifically for this purpose, in which case, an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.

5. Unsigned, Incomplete or Incorrect Postal Ballot Forms shall be rejected.
6. Kindly ensure that duly completed Postal Ballot Form reaches the Scrutinizer before close of working hours of **Friday, 30th September, 2011**. Postal Ballot Form received after **Friday, 30th September, 2011** will be strictly treated as if, the reply from the Member(s) has not been received.
7. The self addressed envelope bears the name and postal address of the Scrutinizer appointed by the Board of Directors of the Company.
8. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction 6 above i.e. on or before **Friday, 30th September, 2011**.
9. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member as on the date of dispatch of the Notice.
10. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed pre-paid self-addressed envelope. The Scrutinizer would destroy any extraneous paper found in such envelope.
11. A Member need not use all his / her votes nor he / she needs to cast all his / her votes in the same way.
12. Members are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by using erasable writing medium/s like pencil).
13. There will be only one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.
14. The decision of the Scrutinizer on the validity of the Postal Ballot will be final.