



**CS Hemang M. Mehta**  
B.Com., LL.B.(Special), F.C.S.

**H. M. Mehta & Associates**  
Company Secretaries

**REPORT OF SCRUTINIZER**

**[Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]**

To,  
The Chairman,  
Apar Industries Limited  
(CIN: L91110GJ1989PLC012802)  
Corporate Office:  
Apar House, Corporate Park,  
Sion-Trombay Road, Chembur,  
Mumbai – 400 071

Dear Sir,

I, Hemang M. Mehta, Proprietor of H. M. Mehta & Associates, Practicing Company Secretaries have been appointed as a Scrutinizer by the Board of Directors of Apar Industries Limited (the Company) for the purpose of scrutinizing the Postal Ballot Voting Process carried out in compliance with Clause 35B of the Equity Listing Agreement and provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolution contained in the Notice for Postal Ballot and E-Voting dated 7<sup>th</sup> August, 2015.

I submit my report as under:

1. The dispatch of Notice for Postal Ballot and E-Voting dated 7<sup>th</sup> August, 2015 was completed on 28<sup>th</sup> August, 2015.
2. The above Notice was also placed on the website of the Company ([www.apar.com](http://www.apar.com)) forthwith after it was sent to the members.
3. As prescribed in the aforesaid Rules, the Company had published an advertisement on 29<sup>th</sup> August, 2015 and it carried the required information as specified in the said Rules.
4. The e-voting period commenced on Tuesday, 1<sup>st</sup> September, 2015 (10.00 Hrs.) and ended on Wednesday, 30<sup>th</sup> September, 2015 (17.00 Hrs.).
5. The last date for receipt of Postal Ballot Forms was Wednesday, 30<sup>th</sup> September, 2015 (17.00 Hrs.).



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6. The Shareholders holding the shares as on the "cut off" date i.e. Friday, 21<sup>st</sup> August, 2015 were entitled to vote on the proposed resolution.
7. 62 Postal Ballot forms were received and 104 shareholders cast their votes on the e-voting platform.
8. With the support of Registrar and Share Transfer Agent ("RTA") of the Company, the Postal Ballot forms were scrutinized and signatures of Members who had cast their votes were verified with their specimen signatures registered with RTA as provided by the depositories.
9. No shareholder has voted through both Postal Ballot Form and E-voting.
10. At the end of the voting period on Wednesday, 30<sup>th</sup> September, 2015 (17.00 Hrs.), I collected all the Postal Ballot Forms received from the shareholders. As a Scrutinizer, the Report of the Postal Ballot was duly compiled and accordingly, the result of Postal Ballot which includes e-voting is as under:

**RESOLUTION:**

To approve the proposed Scheme of Amalgamation of Apar Lubricants Limited ("ALL or "Transferor Company") with Apar Industries Limited ("AIL" or "Company" or "Transferee Company") ("Scheme of Amalgamation") :

**"RESOLVED THAT** pursuant to the provisions of Sections 391 to 394 of the Companies Act, 1956 and/or under the corresponding provisions of the Companies Act, 2013, the rules, circulars and notifications there under, (including any statutory modification or re-enactment thereof) as may be applicable, the Securities and Exchange Board of India Circulars bearing Nos. CIR/CFD/DIL/5/2013 dated 4<sup>th</sup> February, 2013 and CIR/CFD/DIL/8/2013 dated 21<sup>st</sup> May, 2013, the Observation Letters dated 19<sup>th</sup> May, 2015 issued by the National Stock Exchange of India Limited (NSE) and dated 20<sup>th</sup> May, 2015 issued by BSE Limited (BSE) and relevant applicable provisions of law and subject to the approval of the High Court of Judicature at Ahmedabad, the arrangement as embodied in the proposed Scheme of Arrangement in the nature of Amalgamation of Apar Lubricants Limited ("ALL" or "Wholly Owned Subsidiary" or "WOS" or "Transferor Company") which is a wholly owned subsidiary Company of Apar Industries Limited with Apar Industries Limited ("AIL" or "Company" or Holding Company or "Transferee Company") and their respective shareholders and creditors ("Scheme of Amalgamation") be and is hereby approved with / without modifications and / or conditions, if any, as may be carried out by the Hon'ble High Court of Judicature at Ahmedabad or by any other authorities under the applicable law.



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**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution and for removal of any difficulties or doubts, the Board of Directors of the Transferee Company (herein referred to as the "Board", which term shall be deemed to include any committee or any person(s) which the Board may constitute / constituted or nominate to exercise its powers, including the powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary to give effect to the above resolution, or to carry out such modifications / directions as may be required and / or imposed by the High Court of Judicature at Ahmedabad while sanctioning the Scheme, or by any other authorities under applicable law."

**(i) Voted in favour of the Resolution:**

Mode of Voting	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
By Electronics means	99	85,20,931	99.8612%
By Postal Ballot in Physical Form	60	11,781	0.1380%
<b>Total Voting (i)</b>	<b>159</b>	<b>85,32,712</b>	<b>99.9992%</b>

**(ii) Voted against the Resolution:**

Mode of Voting	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
By Electronics means	03	32	0.0004%
By Postal Ballot in Physical Form	02	30	0.0004%
<b>Total Voting (ii)</b>	<b>05</b>	<b>62</b>	<b>0.0008%</b>

**(iii) Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	424

**(iv) Total Voting:**

	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
<b>Total Voting (i) + (ii)</b>	<b>164</b>	<b>85,32,774</b>	<b>100.00%</b>

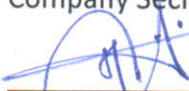


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The postal ballot forms and all other papers relating to postal ballot including voting by electronic means, shall be under my safe custody till the chairman of the Board of Directors considers, approves and signs the minutes and thereafter, the same shall be returned to the Company.

Thanking you,

Yours sincerely,  
For H. M. Mehta & Associates,  
Company Secretaries

  
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Hemang M. Mehta  
Proprietor  
[C. P. No. 2554]  
[FCS No. F-4965]



Scrutinizer for Remote E-voting and Postal Ballot Poll

Place: Vadodara

Date: 1<sup>st</sup> October, 2015.

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Countersigned:  
For Apar Industries Limited

  
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(Sanjaya Kunder)

Company Secretary  
Authorised by Chairman