



CS Hemang M. Mehta

B.Com., LL.B.(Special), F.C.S.

H. M. Mehta & Associates

Company Secretaries

CONSOLIDATED REPORT OF SCRUTINIZER

[Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended]

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 (comprising of electronic mode and physical ballot papers) under the provisions of Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 together with The Companies (Management and Administration) Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the below mentioned resolutions contained in the Notice for Postal Ballot and E-Voting dated 5th November, 2015.

The Management of the Company is responsible to ensure the Compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through e-voting and Postal Ballot process and for the resolution proposed in the notice of Postal ballot of the Company. We have relied on information provided by the RTA of the Company in relation to details regarding number of shares and signature of shareholders. My responsibility as a scrutinizer for the purpose of voting through remote e-voting and Postal Ballot Form is to ensure that the voting process is conducted in fair and transparent manner and is restricted to make a Scrutinizer's Report for Votes cast in "favour" or "against" on the resolution proposed in the Notice of the Postal Ballot of the Company, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide remote e-voting facility for voting through electronic means and Votes cast through postal Ballot forms in respect of the resolutions as set out in the notice of postal ballot of the Company.



I submit my report as under:

1. As on the cut off date i.e. Friday, 11th December, 2015, there were 23,938 Shareholders of the Company. The Postal Ballot Notice in electronic mode was sent through email to 8,106 Shareholders. The Shareholders holding the shares as on the "cut off" date were entitled to vote on the proposed resolution.
2. The Postal Ballot Notice for Postal Ballot and E-Voting dated 5th November, 2015 contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014.
3. The dispatch of Postal Ballot Notice through electronic means was completed on 15th December, 2015.
4. The above Notice was also placed on the website of the Company (www.apar.com) forthwith after it was sent to the members.
5. As prescribed in the aforesaid Rules, the Company had released an advertisement, which was published in Business Standard (English version), Ahmedabad Edition News paper and Loksatta (Gujarati Version), Vadodara Edition News paper on 16th December, 2015, respectively and it carried the required information as specified in the said Rules.
6. The e-voting period commenced on Monday, 21st December, 2015 (10.00 Hrs.) and ended on Wednesday, 20th January, 2016 (17.00 Hrs.).
7. At the end of the voting period on Wednesday, 20th January, 2016 (17.00 Hrs.), the voting portal of the service provider was blocked forthwith. On 20th January, 2016 (18.00 Hrs.) the votes cast through e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. Jaldeep Vaja and Ms. Zil Bhavsar who acted as witnesses and are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Jaldeep Vaja

Zil Bhavsar

8. Particulars of all Votes cast by electronic mode have been entered in the register separately maintained for the purpose in electronic mode.
9. Postal Ballot Notice in physical form was sent to 15,832 Shareholders along with Postal Ballot Forms and self-addressed postage prepaid business reply envelope to those members whose name(s) appeared on the Register of Members/List of Beneficiaries as on 11th December, 2015. The Shareholders holding the shares as on the "cut off" date i.e. Friday, 11th December, 2015 were entitled to vote on the proposed resolution.



10. The dispatch of Postal Ballot Notice through Courier was completed on 15th December, 2015.
11. Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
12. The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms.
13. All postal ballot forms received up to the close of working hours on 20th January, 2016, the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny. Envelopes containing postal ballot forms received after 20th January, 2016 were not considered for my scrutiny.
14. The ballot box was opened on 21st January, 2016 in my Presence and the postal ballot forms were duly scrutinized and the shareholding was matched/confirmed with the Register of Members of the Company/List of Beneficiaries as on 11th December, 2015, being the cut off date. With the support of Registrar and Share Transfer Agent ("RTA") of the Company, signatures of Members who had cast their votes were verified with their specimen signatures registered with RTA as provided by the depositories.
15. I didn't find any defaced or mutilated ballot papers.
16. No shareholder has voted through both Postal Ballot Form and E-voting.

As a Scrutinizer, the duly compiled Consolidated Report of the remote e-voting carried out by the shareholders and physical postal ballots received from shareholders is as follows:

Resolution No. 1 : Special resolution

To approve re-appointment of Dr. Narendra D. Desai, a Technocrat and Non-Executive Chairman of the Company as Technical Adviser / Management Consultant of the Company for a period of 5 years w.e.f. 1st February, 2016 and payment of consultancy fees and providing of other facilities.

"RESOLVED THAT pursuant to the proviso (a) & (b) to sub section (4) of Section 197, Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), Listing Agreement with the Stock Exchanges / Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment thereto, Article 140(b) of the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Compensation-cum-Remuneration (NCR) Committee and approval of the Audit Committee and Board of Directors at their respective Meetings held on 5th November, 2015, consent of the Company be and is hereby accorded for re-appointment of Dr. Narendra D. Desai, a Technocrat and Non-Executive Chairman of the Company, in the capacity as Technical Adviser / Management Consultant, who possesses requisite qualifications



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for Office of profession, for a further period of 5 (five) years w.e.f. 1st February, 2016 for availing his professional technical services in manufacturing and also to avail his expertise in the management field and that he be paid consultancy fees and provided facilities for his professional services as detailed below in accordance of law.

i) **Consultancy Fee :**

(a) Fixed Fees of Rs. 30,00,000/- per annum payable in monthly equal installments.

(b) Such further fees as the Board may sanction for specific professional assignment, which he may accept as per the Company's requirement.

ii) **Facilities:** In addition to the above fees, he will be provided the following facilities which shall be revised by the Board of Directors from time to time for facilitating him in the performance of professional services to the Company :

(a) Reimbursement of actual rent upto Rs. 3,00,000/- per month for occupation of unfurnished residential accommodation occupied by him.

(b) The Company shall incur all expenses relating to his travel etc., for his rendering professional services to the Company.

(c) The facility of Company maintained Motor Car with driver will be provided to him for use in connection with rendering professional services to the Company. For possible use of the said vehicle for private or personal purposes, the Company will recover from him the amount which is equal to the amount of perquisite value of employer's car used by an employee for personal use under Income Tax Rules from time to time.

(d) The Company will provide a Mobile phone and land line telephone connections at his residence.

Particulars	Number of members who cast their votes	Number of Votes cast by them	% of total number of valid Votes cast
Total Votes casted by electronic means	92	25,144,605	99.84 %
Total Votes received through physical postal ballot forms	78	41,058	00.16%
Total number of Invalid Votes	Nil	Nil	0.00 %
Total number of Valid Votes	170	25,185,663	100.00%
Total number of Votes against the resolution	11	4,374,915	17.37 %
Total number of Votes in favour of the resolution	159	20,810,748	82.63 %



Resolution No. 2 : Special resolution

To approve payment of Commission to Dr. Narendra D. Desai, Non-Executive Chairman of the Company w.e.f. 1st February, 2016 for a period of 5 (five) years, for each financial year commencing from Financial Year 2015-16 at a rate not exceeding 1% of Net Profits of the Company.

“RESOLVED THAT pursuant to the provisions of Section 197, Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**), Listing Agreement with the Stock Exchanges / Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment thereto, Article 140(b) of the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Compensation-cum-Remuneration (NCR) Committee and approval of the Audit Committee and Board of Directors at their respective Meetings held on 5th November, 2015, the consent of the Company be and is hereby accorded for payment of Commission to Dr. Narendra D. Desai, Non-Executive Chairman of the Company, w.e.f. 1st February, 2016 for a period of 5 (five) years, for each financial year commencing from Financial Year 2015-16 at a rate not exceeding 1% of Net Profits of the Company, as computed in the manner specified under Section 198 of the Act and he will also be eligible to receive the remuneration and facilities for the professional services rendered / to be rendered by him to the Company as Technical Adviser / Management Consultant and also the sitting fees for attending the Meetings of the Board of Directors of the Company or any Committee thereof.”

Particulars	Number of members who cast their votes	Number of Votes cast by them	% of total number of valid Votes cast
Total Votes casted by electronic means	92	25,144,605	99.84 %
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Total number of Invalid Votes	Nil	Nil	0.00 %
Total number of Valid Votes	170	25,185,663	100.00%
Total number of Votes against the resolution	09	2,096	0.01 %
Total number of Votes in favour of the resolution	161	25,183,567	99.99 %

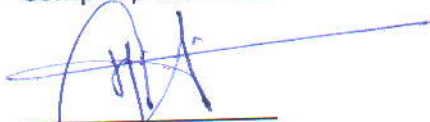
The postal ballot forms and all other papers relating to postal ballot including voting by electronic means, shall be under my safe custody till the chairman of the Board of Directors considers, approves and signs the minutes and thereafter, the same shall be returned to the Company.



H.M.MEHTA & ASSOCIATES
COMPANY SECRETARIES

Thanking you,

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



Hemang M. Mehta
Proprietor

[C. P. No. 2554]

[FCS No. F-4965]

Scrutinizer for Remote E-voting and Postal Ballot Poll

Place: Vadodara

Date: 21st January, 2016.



Countersigned:
For Apar Industries Limited



(Sanjaya Kunder)
Company Secretary
Authorized by Chairman