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

H. M. Mehta & Associates
Company Secretaries

CONSOLIDATED REPORT OF SCRUTINIZER
ON
REMOTE E-VOTING AND POLL

[Pursuant to Section 108 and Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015]

To,
The Chairman,
27th Annual General Meeting (AGM) of the Equity Shareholders of
Apar Industries Limited
(CIN: L91110GJ1989PLC012802)
held on Friday, 5th day of August, 2016 at 2.15 P.M. in the
Auditorium of the Vanijya Bhavan,
Central Gujarat Chamber of Commerce,
Race Course Circle,
Vadodara–390 007 (Gujarat)

Dear Sir,

1. I, Mr. Hemang M. Mehta, Proprietor of H. M. Mehta & Associates, Practicing Company Secretaries, having office at 301, MindTree Building, A/3, Sunmoon Park Co. Op. Society, Near Radha Krishna Crossing, Towards PF Office, Akota, Vadodara-390 020 of Vadodara, have been appointed as a Scrutinizer by the Board of Directors of Apar Industries Limited (the Company) for the purpose of scrutinizing the remote e-voting process and Voting through Poll / Ballot Paper (Physical Voting) and ascertaining the requisite majority on remote e-voting carried out as per the provisions of Section 108 and Section 109 of the Companies Act, 2013, respectively read with Rule 21 of the Companies (Management and Administration) Rules, 2014 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 on the below mentioned resolutions contained in the Notice of the 27th Annual General Meeting (AGM) of the members of Apar Industries Limited which held on Friday, 5th day of August, 2016 at 2.15 P.M. in the Auditorium of the Vanijya Bhavan, Central Gujarat Chamber of Commerce, Race Course Circle, Vadodara–390 007 (Gujarat).

2. Further to above, I submit my report as under:

2.1. In terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the

H. M. MEHTA & ASSOCIATES C.P.No.2554 BARODA

Office No. 301, MindTree Building, A/3, Sunmoon Park Co. Op. Society, Near Radha Krishna Crossing, Towards PF Office, Akota, Vadodara - 390 020, Gujarat
Phone : (0265) 2338878 / 2335878 • e-mail : hmmehta65@gmail.com

Company sent Notice dated 25th May, 2016 convening the 27th AGM alongwith Statement setting out material facts under Section 102 of the Companies Act, 2013 and Annual Report.

2015-16 together with Ballot Paper through electronic means i.e. on the registered e-mail IDs and through post / courier, as the case may be, to the respective members, auditors and also to the Directors of the Company.

2.2. The above Notice was also placed on the website of the Company (www.apar.com) forthwith after it was sent to the members.

2.3. The notice clearly indicated the process and manner for voting by electronic means and the time schedule of voting from 2nd August, 2016 (10.00 Hrs) to 4th August, 2016 (17.00 Hrs.) during which the votes could be cast and also provided the login ID and created facility for generating password and casting of vote in a secured manner.

2.4. As prescribed in the aforesaid Rules, the Company has also published an advertisement on 4th July, 2016 and it carried the required information as specified in the said Rules.

2.5. The remote e-voting remained open for a period of 3 days i.e. from 2nd August, 2016 (10.00 Hrs.) to 4th August, 2016 (17.00 Hrs.) and that the aforesaid remote e-voting period was completed one day prior to the date of the 27th AGM which held on 5th August, 2016.

2.6. The Equity Shareholders holding shares as on the "cut off" date i.e. 29th July, 2016 were entitled to vote on the proposed resolutions (Item Nos. 01 to 06) as set out in the Notice of the 27th Annual General Meeting of the Apar Industries Limited.

2.7 After the closing of the period for remote e-voting on 4th August, 2016, the details of members, such as their names, folios and number of shares held, who casted votes through remote e-voting were down loaded from the e-voting website of Central depository Services (India) limited (https:/www.evotingindia.com) for the purpose of ensuring that members who have casted their votes through remote e-voting do not vote again at the 27th AGM.

2.8. The Chairman of the Meeting, at the end of discussion on the resolutions on which voting was to be held, allowed voting as provided in Clauses (a) to (h) of sub-rule (a) of Rule 21 of the Companies (Management and Administration) Rules, 2014, as applicable with the assistance of the undersigned being the scrutinizer, by use of ballot paper for all those members who were present at the AGM but had not casted their respective votes by availing the remote e-voting facility.

2.9. After determination of poll by the Chairman, one empty ballot box kept for polling, was locked in the presence of members and Proxies with due identification marks placed by me.

2.10. The locked ballot box was subsequently opened in my presence and in presence of two witnesses viz. (1) Mrs. Dharati Bhavsar resident of C-54, Shripad Nagar, Opp. Bright School, VIP Road Karelibaug, Vadodara – 390018 and (2) Ms. Zil Bhavsar, resident of "Ambica", nr. Surpaneshwar mahadev temple, Shastri's lane, Sultanpura, Vadodara- 390001 who are not in the employment of the Company, and polling/ballot papers were diligently scrutinized. The witnesses have signed below in confirmation of the Ballot Box being unlocked in their presence. The polling-ballot papers were reconciled with the records maintained by M/s. Link Intime India Private Limited, Vadodara, the Registrar and Transfer Agent of the Company and the authorizations / proxies lodged with the Company.

Dharati Bhavsar

Zil Bhavsar

2.11. There was one polling/ballot paper found incomplete or invalid, casted one share only.

2.12. After counting the votes casted by the members present at the 27th AGM through polling / ballot papers, the votes casted through remote e-voting were unblocked on 5th August, 2016 around 3.40 P.M. in the presence of two witnesses viz., (1) Mrs. Dharati Bhavsar resident of C-54, Shripad Nagar, Opp. Bright School, VIP Road Karelibaug, Vadodara – 390018 and (2) Ms. Zil Bhavsar, resident of "Ambica", nr. Surpaneshwar mahadev temple, Shastri's lane, Sultanpura, Vadodara- 390001. They have signed below in confirmation of the votes being unblocked in their presence.

Dharati Bhavsar

Zil Bhavsar

2.13. Thereafter, the details containing, inter alia, list of equity shareholders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the remote e-voting website of CDSL i.e. www.evotingindia.co.in.

The remote e-voting data was scrutinized by the undersigned for verification of the votes cast in favour of or against the resolutions.

3. I have already issued a separate Scrutinizer's Report dated 5th August, 2016 on the remote e-voting process and also a separate Scrutinizer's Report dated 5th August, 2016 on the poll taken at the 27th AGM of the Company.

4. Based from the Reports generated from the e-voting website of CDSL and voting through ballot / polling papers at the 27th AGM of Apar Industries Limited, I hereby submit my Consolidated Report on the Result of the remote e-voting together with that of the poll in respect of the said Resolutions as under:

M. MEHTA & ASSOCIATES C.P.No.2354 BARODA. COMPANY SECRETARIES

ORDINARY BUSINESS:

Resolution No. 1 – As an Ordinary Resolution:

To receive, consider and adopt the Audited Financial statements of the Company including Consolidated Financial statements comprising the Balance Sheet as at March 31, 2016 and the Statement of Profit and Loss and Cash flow for the year ended on that date together with Reports of the Board of Directors and Auditors thereon.

Particulars of Mode of Voting	Total number of votes cast	Votes in favour of the Resolution		Votes against the Resolution	
		Number	% of total number of valid votes cast	Number	% of total number of valid votes cast
Remote E-voting	3,26,73,208	3,26,73,208	99.999%	Nil	Nil
Poll	205	205	0.001%	Nil	Nil
Total Voting	**3,26,73,413**	**3,26,73,413**	**100.00%**	Nil	Nil

Resolution No. 2 – As an Ordinary Resolution:

To confirm payment of Interim-cum-Final Dividend on Equity Shares of the Company.

Particulars of Mode of Voting	Total number of votes cast	Votes in favour of the Resolution		Votes against the Resolution	
		Number	% of total number of valid votes cast	Number	% of total number of valid votes cast
Remote E-voting	3,26,77,158	3,26,77,158	99.999%	Nil	Nil
Poll	205	205	0.001%	Nil	Nil
Total Voting	**3,26,77,363**	**3,26,77,363**	**100.00%**	Nil	Nil

H. M. MEHTA & ASSOCIATES C.P.No.2554 BARODA COMPANY SECRETARIES

Resolution No. 3 – As an Ordinary Resolution:

To appoint a Director in place of Mr. Chaitanya N. Desai (DIN - 00008091), who retires by rotation and being eligible, offers himself for re-appointment.

Particulars of Mode of Voting	Total number of votes cast	Votes in favour of the Resolution		Votes against the Resolution	
		Number	% of total number of valid votes cast	Number	% of total number of valid votes cast
Remote E-voting	3,26,77,158	3,26,74,803	99.992%	2,355	0.007%
Poll	205	205	00.001%	Nil	Nil
Total Voting	**3,26,77,363**	**3,26,75,008**	**99.993%**	**2,355**	**0.007%**

Resolution No. 4 – As an Ordinary Resolution:

To ratify appointment of M/s. Sharp & Tannan, Chartered Accountants as Auditors of the Company to hold office from the Conclusion of this AGM till the conclusion of 28th AGM to be held in 2017 and authorise the Board of Directors to fix their remuneration.

Particulars of Mode of Voting	Total number of votes cast	Votes in favour of the Resolution		Votes against the Resolution	
		Number	% of total number of valid votes cast	Number	% of total number of valid votes cast
Remote E-voting	3,26,77,158	3,26,74,803	99.992%	2,355	0.007%
Poll	205	205	00.001%	Nil	Nil
Total Voting	**3,26,77,363**	**3,26,75,008**	**99.993%**	**2,355**	**0.007%**

SEPCIAL BUSINESS:

Resolution No. 5 – As an Ordinary Resolution:

To confirm appointment and ratify payment of remuneration not exceeding Rs. 1,20,000/- to Mr. T. M. Rathi, the Cost Auditors for the Financial Year ending 31st March, 2017.

Particulars of Mode of Voting	Total number of votes cast	Votes in favour of the Resolution		Votes against the Resolution	
		Number	% of total number of valid votes cast	Number	% of total number of valid votes cast
Remote E-voting	3,26,77,158	3,26,77,158	99.999%	Nil	Nil
Poll	205	205	0.001%	Nil	Nil
Total Voting	**3,26,77,363**	**3,26,77,363**	**100.00%**	Nil	Nil

Resolution No. 6 – As a Special Resolution:

To adopt new set of Articles of Association of the Company.

Particulars of Mode of Voting	Total number of votes cast	Votes in favour of the Resolution		Votes against the Resolution	
		Number	% of total number of valid votes cast	Number	% of total number of valid votes cast
Remote E-voting	3,26,77,158	3,26,74,803	99.992%	2,355	0.007%
Poll	205	205	00.001%	Nil	Nil
Total Voting	**3,26,77,363**	**3,26,75,008**	**99.993%**	**2,355**	**0.007%**

M. MEHTA & ASSOCIATES C.P.No.2554 BARODA COMPANY SECRETARIES

5. The above mentioned resolutions are deemed to have been passed with requisite majority.

6. The Register, all other papers and relevant records relating to electronics voting as well as voting through ballot / poll papers shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

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 Poll

Place: Vadodara
Date: 6th August, 2016.

Countersigned:
For Apar Industries Limited

(Sanjaya Kunder)
Company Secretary
Authorised by Chairman