



CS Hemang M. Mehta

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

Annexure-2

H. M. Mehta & Associates
Company Secretaries

**CONSOLIDATED REPORT OF SCRUTINIZER
ON
REMOTE E-VOTING AND POLL**

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 (as amended) and 21 of the Companies (Management and Administration) Rules, 2014, respectively and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Chairman,
29th Annual General Meeting (AGM) of the Equity Shareholders of
Apar Industries Limited
(CIN: L91110GJ1989PLC012802)
held on Thursday, 9th day of August, 2018 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, Hemang M. Mehta, Proprietor of M/s. 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, Gujarat was appointed as a Scrutinizer by the Board of Directors of Apar Industries Limited ("the Company") at their meeting held on 30th May, 2018 in terms of the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 (as amended) and 21 of the Companies (Management and Administration) Rules, 2014, respectively and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of scrutinizing the remote e-voting process and voting through Poll / Ballot Paper (Physical Voting) at the 29th Annual General Meeting (AGM) of the members of Apar Industries Limited which held on Thursday, 9th day of August, 2018 at 2.15 P.M. in the Auditorium of the Vanijya Bhavan, Central Gujarat Chamber of Commerce, Race Course Circle, Vadodara-390 007 (Gujarat) and ascertaining the requisite majority on remote e-voting and voting through physical ballot form carried out at the aforesaid AGM in a fair and transparent manner in respect of following resolutions contained in the Notice dated 30th May, 2018 of the 29th AGM of the Company.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder relating to voting through poll process on the resolutions contained in the Notice of the 29th Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process provided by Central Depository Services (India) Limited (CDSL) the authorized agency to provide remote e-voting facilities, engaged by the Company and voting through physical ballot paper at the said AGM is only restricted to making a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions set forth in the Notice of the aforesaid 29th AGM.
3. Further to above, I submit my report as under:



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- 3.1 The Company had sent Notice dated 30th May, 2018 convening the 29th AGM alongwith Statement setting out material facts under Section 102 of the Companies Act, 2013 and Annual Report 2017-18 together with Ballot Paper through courier on 9th July, 2018 and by electronic means i.e. on the registered e-mail IDs on 12th July, 2018 as the case may be, to those members whose names appeared in the Register of Members / List of Beneficiaries as on 30th June, 2018 (being the cut-off-date for sending annual reports to the shareholders), respectively.

As per the provisions of the Companies Act, 2013, the numbers of votes cast in respect of each resolution have been counted according to the numbers of shares held by the concerned shareholders. One share held equal to one vote.

- 3.2 The Company arranged for remote e-voting facility provided by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company on AGM Resolutions. The Company has also provided voting facility to the Shareholders present at the AGM to vote on the Resolutions set out in the Notice of the said AGM through Physical Ballot Paper, who were not able to cast their votes by means of remote e-voting prior to the AGM.
- 3.3 The above Notice was also placed on the website of the Company (www.apar.com) forthwith after it was sent to the members.
- 3.4 The notice clearly indicated the process and manner for voting by electronic means and the time schedule of voting from Sunday, 5th August, 2018 (10.00 Hrs) to Wednesday, 8th August, 2018 (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.
- 3.5 As prescribed in the aforesaid Rules, the Company has also published an advertisement on Saturday, 14th July, 2018 and it carried the required information as specified in the said Rules.
- 3.6 The remote e-voting remained open for a period of 4 days i.e. from Sunday, 5th August, 2018 (10.00 Hrs.) to Wednesday, 8th August, 2018 (17.00 Hrs.) and that the aforesaid remote e-voting period was completed one day prior to the date of the 29th AGM which held on Thursday, 9th August, 2018..
- 3.7 The Equity Shareholders holding shares as on the "cut-off-date" i.e. Thursday, 2nd August, 2018 were entitled to vote on the proposed resolutions (Item Nos. 01 to 07) as set out in the Notice of the 29th Annual General Meeting of the Apar Industries Limited either through remote e-voting or through ballot paper at the AGM.
- 3.8 After the closing of the period for remote e-voting on Wednesday, 8th August, 2018, 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 29th AGM.
- 3.9 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.



The image shows a handwritten signature in blue ink over a circular stamp. The stamp contains the text "H. M. MEHTA & ASSOCIATES" around the top edge, "C.P.No. 2554" in the center, "BARODA" below it, and "COMPANY SECRETARIES" around the bottom edge.

H. M. MEHTA & ASSOCIATES
COMPANY SECRETARIES

- 3.10. 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.
- 3.11. The locked ballot box was subsequently opened in my presence and in presence of two witnesses viz. (1) Mr. Parth Nashikkar, resident of A/11, Shree Yamunakunj Society, Opposite Sharnam Duplex, Darbar Chowkdi, Manjalpur, Vadodara-390011 and (2) Mrs. Bhoomi Nayak, resident of D/7, Shanti Park Society, near Tribhuvan Park, Iskcon- Vasna Link Road, Vadodara-390007, 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.

P.B. Nashikkar

Parth Nashikkar
(Witness no. 1)

B. Nayak

Bhoomi Nayak
(Witness no. 2)

- 3.12. There was no ballot paper found incomplete or invalid.
- 3.13. After counting the votes casted by the members present at the 29th AGM through polling / ballot papers, the votes casted through remote e-voting were unblocked on Thursday, 9th August, 2018 around 5.00 p.m. in the presence of two witnesses viz., (1) Mr. Parth Nashikkar, resident of A/11, Shree Yamunakunj Society, Opposite Sharnam Duplex, Darbar Chowkdi, Manjalpur, Vadodara-390011 and (2) Mrs. Bhoomi Nayak, resident of D/7, Shanti Park Society, near Tribhuvan Park, Iskcon- Vasna Link Road, Vadodara-390007, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

P.B. Nashikkar

Parth Nashikkar
(Witness no. 1)

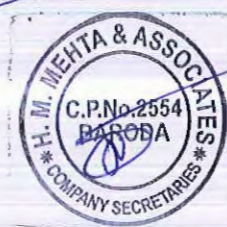
B. Nayak

Bhoomi Nayak
(Witness no. 2)

- 3.14. 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.com

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

4. I have already issued a separate Scrutinizer's Report dated 10th August, 2018 on the remote e-voting process and also a separate Scrutinizer's Report dated 10th August, 2018 on the poll taken at the 29th AGM of the Company.
5. Based on the Reports generated from the e-voting website of CDSL and voting through ballot / polling papers at the 29th 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:



ORDINARY BUSINESS:

Resolution No. 1 – As an Ordinary Resolution:

To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements comprising the Balance Sheet as at March 31, 2018 and Statement of Profit and Loss and Cash flow for the year ended on that date together with reports of Directors and the 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	3,29,22,998	3,29,22,998	100%	NIL	NIL
Poll	241	241	100%	NIL	NIL
Total Voting	3,29,23,239	3,29,23,239	100%	NIL	NIL

Resolution No. 2 – As an Ordinary Resolution:

To declare dividend on the 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	3,31,02,658	3,31,02,658	100%	NIL	NIL
Poll	241	241	100%	NIL	NIL
Total Voting	3,31,02,899	3,31,02,899	100%	NIL	NIL

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	3,31,02,558	3,31,02,556	100%	2	0.00%
Poll	241	241	100%	NIL	NIL
Total Voting	3,31,02,799	3,31,02,797	100%	2	0.00%

SPECIAL BUSINESS:

Resolution No. 4 – As a Special Resolution:

To approve Re-appointment of Mr. Kushal N. Desai as Managing Director and Chief Executive Officer (CEO) of the Company for a period of 5 years w.e.f.1st January, 2018.

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	3,31,02,658	3,31,02,654	100%	4	0.00%
Poll	241	241	100%	NIL	NIL
Total Voting	3,31,02,899	3,31,02,895	100%	4	0.00%

Resolution No. 5 – As a Special Resolution:

To approve Re-appointment of Mr. Chaitanya N. Desai as Managing Director of the Company for a period of 5 years w.e.f. 1st January, 2018.

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	3,31,02,658	3,31,02,656	100%	2	0.00%
Poll	241	241	100%	NIL	NIL
Total Voting	3,31,02,899	3,31,02,897	100%	2	0.00%

Resolution No. 6 – As an Ordinary Resolution:

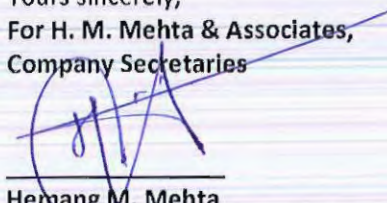
To confirm appointment and ratify Payment of remuneration not exceeding Rs. 1,20,000/- p.a. to Mr. T. M. Rathi, the Cost Auditors for the Financial Year ending 31st March, 2019.

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	3,31,02,658	3,31,02,643	100%	15	0.00%
Poll	241	241	100%	NIL	NIL
Total Voting	3,31,02,899	3,31,02,884	100%	15	0.00%

6. The above mentioned resolutions are deemed to have been passed with requisite majority.
7. 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]

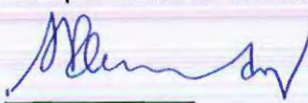
Scrutinizer for Remote E-voting and Poll



Place: Vadodara

Date: 10th August, 2018.

For Apar Industries Limited


Sanjaya Kunder

Company Secretary

Authorized by Chairman