



CS Hemang Mehta

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

H. M. Mehta & Associates

**Company Secretaries
(Peer Reviewed Firm)**

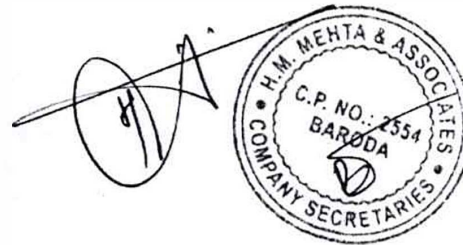
CONSOLIDATED REPORT OF SCRUTINIZER

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

To,
The Chairman,
34th Annual General Meeting (AGM) of the Equity Shareholders of
APAR Industries Limited
(CIN: L91110GJ1989PLC012802)
301, Panorama Complex,
R C Dutt Road, Vadodara-390007,
Gujarat, India.

Dear Sir,

1. I, Hemang Mehta, Proprietor of H. M. Mehta & Associates, Practicing Company Secretaries, having office at 811-812, Vihav Supremus, Near Iscon Heights, Gotri, Vadodara-390021, Gujarat, India, was appointed as a Scrutinizer by the Board of Directors of APAR Industries Limited ("the Company") under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) for the purpose of scrutinizing the process of remote e-voting process and e-voting during Thirty-Fourth Annual General Meeting of its Equity Shareholders ("the AGM") as contained in the notice dated 08th May, 2023 ("Notice") issued in accordance with the applicable circulars issued by both MCA and SEBI ("MCA and SEBI Circulars") calling the AGM through Video Conferencing (VC) / Other Audio Visual Means (OAVM) facility. The AGM was convened on Friday, 11th August, 2023 at 2:30 P.M. (IST) through VC.
2. The management of the Company is responsible to ensure the compliance with the requirements of (i) the Companies Act, 2013 and Rules made thereunder; (ii) MCA and SEBI Circulars and (iii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") relating to voting through electronic means on the resolutions contained in the Notice of the AGM of the members of the Company. My responsibility as a scrutinizer for the remote e-voting and e-voting is restricted to making a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions set forth in the Notice of the AGM based on reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), being the authorized agency engaged in by the Company for the AGM.



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

3.1 The Company had sent Notice dated 08th May, 2023 convening the AGM along with Statement setting out material facts under Section 102 of the Companies Act, 2013 and Annual Report 2022-23 by electronic means i.e. on the registered e-mail IDs of the Shareholders on 15th July, 2023, to those members whose names appeared in the Register of Members / List of Beneficiaries as on 07th July, 2023 (being cut-off-date for sending out annual report to the shareholders) and also provided hard copy of Annual Report to those shareholders who have requested for the same.

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 CDSL for conducting remote e-voting by the Shareholders of the Company on the AGM Resolutions. The Company has also provided e-voting facility as provided by CDSL to the Shareholders during the AGM to vote on the Resolutions set out in the Notice of the AGM, if they had not cast their vote earlier through remote e-voting.

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 Monday, 07th August, 2023 (10:00 Hours) to Thursday, 10th August, 2023 (17:00 Hours) 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 and MCA and SEBI Circulars, the Company has published an advertisement before dispatch of Notice of the AGM and Annual Report 2022-23 in e-mode in "Business Standard" (English language) and "Vadodara Samachar" (Gujarati language) newspapers on 13th July, 2023 and it carried the required information as specified in the said Rules / MCA and SEBI Circulars.

3.6. As prescribed in the aforesaid Rules and MCA and SEBI Circulars, the Company has also published an advertisement after dispatch of Notice of the AGM and Annual Report 2022-23 in e-mode in "Vadodara Samachar" (Gujarati language) and "Business Standard" (English language) newspapers on 16th July, 2023 and 17th July, 2023, respectively, and it carried the required information as specified in the said Rules/ MCA and SEBI Circulars.

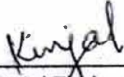
3.7. The remote e-voting remained open for a period of 4 days i.e. from Monday, 07th August, 2023 (10:00 Hours) to Thursday, 10th August, 2023 (17:00 Hours) and that the aforesaid remote e-voting period was completed one day prior to the date of the AGM which was held on Friday, 11th August, 2023.


3.8. The Equity Shareholders holding shares as on the "cut-off-date" i.e. Friday, 04th August, 2023 were entitled to vote on the proposed resolutions (Item Nos. 01 to 04) as set out in the Notice of AGM dated May 08, 2023 of the Company either through remote e-voting or through e-voting during the AGM.

3.9. The attendance of Seventy-Four (74) members was registered who attended the AGM through VC/OAVM as per the MCA Circulars.



- 3.10. After completion of e-voting during the AGM, the data of e-voting was diligently scrutinized. Thereafter, data of e-voting were reconciled with the records maintained by the Link Intime India Private Limited, Vadodara, Registrar and Share Transfer Agent of the Company and the Authorizations lodged with the Company. Detailed registers were maintained containing the summary of results of remote e-voting and e-voting during the AGM.
- 3.11. Thereafter, the votes cast through remote e-voting as well as e-voting at the AGM were unblocked after completion of e-voting during the AGM in the presence of two witnesses, (1) Mrs. Kinjal Thakur, resident of C-401, Stonegate, Opposite Sangani Skyz, Near Priya Talkies, Vasna Bhayli Road, Vadodara-391410, Gujarat, India and (2) Mr. Parth Nashikkar, resident of A-11, Shree Yamunakunj Society, Darbar Chowkdi, Manjalpur, Vadodara-390011, Gujarat, India, who are not in the employment of the Company. They have signed below mentioned confirmation of the votes being unblocked in their presence.


Kinjal Thakur
(Witness no. 1)


Parth Nashikkar
(Witness no. 2)

- 3.12. 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. None of the votes were declared invalid.

4. Based on the Reports generated from the e-voting website of CDSL at the AGM of the Company, I hereby submit my Consolidated Report on the result of the remote e-voting together with that of e-voting during the AGM in respect of the said Resolutions as under:

ORDINARY BUSINESS:

Resolution No. 1 – As an Ordinary Resolution:

To receive, consider and adopt:

- a. the Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon; and
b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Report of the Auditors thereon.

Particulars of mode of voting	Total number of valid 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	3,26,11,860	3,26,00,730	99.966%	11,130	0.034%
E-voting during AGM	286	286	100.00%	NIL	NIL
Total voting	3,26,12,146	3,26,01,016	99.966%	11,130	0.034%




Resolution No. 2 – As an Ordinary Resolution:

To declare dividend at the rate of Rs. 40/- (400%) per Equity Share of face Value of Rs. 10/- each, fully paid up, for the financial year 2022-23.

Particulars of mode of voting	Total number of valid 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	3,27,52,250	3,27,52,185	100.00%	65	0.00%
E-voting during AGM	286	286	100.00%	NIL	NIL
Total voting	3,27,52,536	3,27,52,471	100.00%	65	0.00%

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 valid 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	3,27,49,505	3,02,79,908	92.459%	24,69,597	7.541%
E-voting during AGM	286	286	100.00%	NIL	NIL
Total voting	3,27,49,791	3,02,80,194	92.459%	24,69,597	7.541%

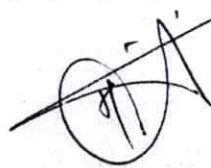

SPECIAL BUSINESS:

Resolution No. 4 – As an Ordinary Resolution:

Payment of remuneration to the Cost Auditors of the Company for the FY 2023-24.

Particulars of mode of voting	Total number of valid 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	3,27,49,505	3,27,49,344	100.00%	161	0.00%
E-voting during AGM	286	286	100.00%	NIL	NIL
Total voting	3,27,49,791	3,27,49,630	100.00%	161	0.00%

5. The above-mentioned resolutions are deemed to have been passed with requisite majority.
6. The register and all other related papers shall remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter, I, shall hand over the register and all other related papers to the Company Secretary.

H. M. MEHTA & ASSOCIATES
COMPANY SECRETARIES

Thanking you,
Yours sincerely,

For H. M. Mehta & Associates
Company Secretaries



Hemang Mehta
Proprietor
C. P. No.: 2554
FCS No.: F4965
UDIN: F004965E000801079



Place: Vadodara
Date: 14.08.2023

Countersigned by:
For APAR Industries Limited



Sanjaya Kunder
Company Secretary
Authorized by Chairman