Rajesh Lakhanpal
Practicing Company Secretary

304, Padma Tower – II
Rajendra Place, New Delhi – 8
Phone: 011-45063990

SCRUTINIZER'S REPORT ON E – VOTING

(Pursuant to section 108 of the Companies Act, 2013 and rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014]

The Chairman,
APIS India Limited
18/32, East Patel Nagar, New Delhi-110008

Sub: Scrutinizer Report on e – voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015

Dear Sir,

I, Rajesh Lakhanpal, Company Secretary in practice, partner of DR Associates, Company Secretaries, have been appointed as Scrutinizer for the purpose of scrutinizing the e-voting process under the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, including any amendment thereof, at the 36th Annual General Meeting (AGM) of the members of the Company held on Saturday, 29th September, 2018 at 10.00 A.M. at 18/32, East Patel Nagar, New Delhi 110008, India.

The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and the rules relating to voting through electronic means on the resolutions contained in the notice of 36th Annual General Meeting. My responsibility as a scrutinizer for e- voting process is restricted to make a scrutinizer's report and to follow the duties and responsibilities as mentioned under section 108 of the Companies Act, 2013 read with Rule 20 (Companies Management and Administration) Rules, 2014.

Further to above, I submit my report as under:

(i) The e-voting period remained open from Wednesday, September 26, 2018 (9:00 a.m. IST) till Friday, September 28, 2018 (5:00 p.m. IST).

(ii) The Shareholders holding shares as on the "cut off" date i.e. Saturday, September 22, 2018 were entitled to vote on the proposed resolutions (Item No. 1 to 12) as set out in the Notice of 36th Annual General Meeting of the APIS India Limited.

(iii) The Votes were unblocked on September 29, 2018 in the presence of Two Witnesses, Mr. Mohit Kumar Goel having office address at 304, Padma Tower-II, Rajendra Place, New Delhi – 110008 and Mr. Junaid Ahmed, having office address at 304, Padma Tower-II, Rajendra Place, New Delhi



– 110008 who were not in the employment of the Company. They have signed below in the Confirmation of the votes being unblocked.

Mohit Kumar Goel

Junaid Ahmed

(iv) Thereafter, the details, containing, inter-alia, list of equity shareholders, who voted "For" and "against", were downloaded from the e-voting website of M/s Central Depository Services (India) Limited.

(v) The Result of the e-voting is as under:

RESOLUTION 1:-

To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended March 31, 2018, together with Auditors Report and Board Report thereon

i) Details of voting by electronic mode, as received from the agency is as follows:

Particulars	Number of members who cast electronically	No. of Equity Shares of the Nominal value of Rs. 10/- each (votes)
Total votes received by electronic mode	20	5510076
Less: Total number of invalid votes	0	0
Total Number of Valid votes	0	0

ii) Details of Voting

Particulars	**Number of members who cast electronically**	**No. of Equity Shares of the Nominal value of Rs. 10/- each (votes)**	**% of total number of valid votes cast**

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Total votes received by electronic mode	20	5510076	100
Assented to the resolution	20	5510076	100
Dissented to the resolution	0	0	0

RESOLUTION 2: To appoint a Director in place of Mr. Vimal Anand (DIN: 00951380), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

ii) Details of voting by electronic mode, as received from the agency is as follows:

Particulars	Number of members who cast electronically	No. of Equity Shares of the Nominal value of Rs. 10/- each (votes)
Total votes received by electronic mode	20	5510076
Less: Total number of invalid votes	0	0
Total Number of Valid votes	0	0

ii) Details of Voting

Particulars	**Number of members who cast electronically**	**No. of Equity Shares of the Nominal value of Rs. 10/- each (votes)**	**% of total number of valid votes cast**
Total votes received by electronic mode	20	5510076	100
Assented to the resolution	20	5510076	100
Dissented to the resolution	0	0	0



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RESOLUTION 3: To declare dividend @ 4% (Rs.4/- per share of Rs.100/- each) on 4% Non-Cumulative Non-Convertible Redeemable Preference Shares for the financial year ended March 31, 2018.

i) Details of voting by electronic mode, as received from the agency is as follows:

Particulars	Number of members who cast electronically	No. of Equity Shares of the Nominal value of Rs. 10/- each (votes)
Total votes received by electronic mode	20	5510076
Less: Total number of invalid votes	0	0
Total Number of Valid votes	0	0

ii) Details of Voting

Particulars	**Number of members who cast electronically**	**No. of Equity Shares of the Nominal value of Rs. 10/- each (votes)**	**% of total number of valid votes cast**
Total votes received by electronic mode	20	5510076	100
Assented to the resolution	20	5510076	100
Dissented to the resolution	0	0	0

RESOLUTION 4: To ratify the appointment of SRDP & Co Chartered Accountants (Formerly Known as Sudhir Agarwal & Associates, Firm Registration No.509930N) as Statutory Auditors of the Company and to authorise the board of directors to fix their remuneration.

i) Details of voting by electronic mode, as received from the agency is as follows:

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Particulars	Number of members who cast electronically	No. of Equity Shares of the Nominal value of Rs. 10/- each (votes)
Total votes received by electronic mode	20	5510076
Less: Total number of invalid votes	0	0
Total Number of Valid votes	0	0

ii) Details of Voting

Particulars	**Number of members who cast electronically**	**No. of Equity Shares of the Nominal value of Rs. 10/- each (votes)**	**% of total number of valid votes cast**
Total votes received by electronic mode	20	5510076	100
Assented to the resolution	20	5510076	100
Dissented to the resolution	0	0	0

RESOLUTION 5: To Consider and Approve the appointment of Mr. Amit Anand (DIN: 00951321) as Managing director and payment of remuneration.

i) Details of voting by electronic mode, as received from the agency is as follows:

Particulars	Number of members who cast electronically	No. of Equity Shares of the Nominal value of Rs. 10/- each (votes)
Total votes received by electronic mode	20	5510076
Less: Total number of invalid votes	0	0
Total Number of Valid votes	0	0

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ii) Details of Voting

Particulars	**Number of members who cast electronically**	**No. of Equity Shares of the Nominal value of Rs. 10/- each (votes)**	**% of total number of valid votes cast**
Total votes received by electronic mode	20	5510076	100
Assented to the resolution	20	5510076	100
Dissented to the resolution	0	0	0

RESOLUTION 6: To Consider and Approve the appointment of Mr. Deepak Anand (DIN: 00999570) as Whole Time Director designated as President-Finance & Accounts and payment of remuneration.

i) Details of voting by electronic mode, as received from the agency is as follows:

Particulars	Number of members who cast electronically	No. of Equity Shares of the Nominal value of Rs. 10/- each (votes)
Total votes received by electronic mode	20	5510076
Less: Total number of invalid votes	0	0
Total Number of Valid votes	0	0

ii) Details of Voting

Particulars	**Number of members who cast electronically**	**No. of Equity Shares of the Nominal value of Rs. 10/- each (votes)**	**% of total number of valid votes cast**



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Total votes received by electronic mode	20	5510076	100
Assented to the resolution	20	5510076	100
Dissented to the resolution	0	0	0

RESOLUTION 7: To consider and approve the increase in the remuneration of Mrs. Sakshi Anand- Administration Head of the Company.

i) Details of voting by electronic mode, as received from the agency is as follows:

Particulars	Number of members who cast electronically	No. of Equity Shares of the Nominal value of Rs. 10/- each (votes)
Total votes received by electronic mode	20	5510076
Less: Total number of invalid votes	1	428000
Total Number of Valid votes	19	5082076

ii) Details of Voting

Particulars	**Number of members who cast electronically**	**No. of Equity Shares of the Nominal value of Rs. 10/- each (votes)**	**% of total number of valid votes cast**
Total votes received by electronic mode	19	5082076	100
Assented to the resolution	19	5082076	100
Dissented to the resolution	0	0	0

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RESOLUTION 8: To consider and approve the increase in the remuneration of Mrs. Manisha Anand- Marketing Head of the Company.

i) Details of voting by electronic mode, as received from the agency is as follows:

Particulars	Number of members who cast electronically	No. of Equity Shares of the Nominal value of Rs. 10/- each (votes)
Total votes received by electronic mode	20	5510076
Less: Total number of invalid votes	1	428000
Total Number of Valid votes	19	508207

ii) Details of Voting

Particulars	**Number of members who cast electronically**	**No. of Equity Shares of the Nominal value of Rs. 10/- each (votes)**	**% of total number of valid votes cast**
Total votes received by electronic mode	19	5082076	100
Assented to the resolution	19	5082076	100
Dissented to the resolution	0	0	0

RESOLUTION 9: To Consider and Approve Related Party Transactions with APIS Pure Foodstuff Trading LLC, Dubai.

i) Details of voting by electronic mode, as received from the agency is as follows:

Particulars	Number of members who cast electronically	No. of Equity Shares of the Nominal value of Rs. 10/- each (votes)



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Total votes received by electronic mode	20	5510076
Less: Total number of invalid votes	3	2940142
Total Number of Valid votes	17	2569934

ii) Details of Voting

Particulars	**Number of members who cast electronically**	**No. of Equity Shares of the Nominal value of Rs. 10/- each (votes)**	**% of total number of valid votes cast**
Total votes received by electronic mode	17	2569934	100
Assented to the resolution	17	2569934	100
Dissented to the resolution	0	0	0

RESOLUTION 10: To Consider and Approve the increase in the Borrowing Limits of the Company.

i) Details of voting by electronic mode, as received from the agency is as follows:

Particulars	Number of members who cast electronically	No. of Equity Shares of the Nominal value of Rs. 10/- each (votes)
Total votes received by electronic mode	20	5510076
Less: Total number of invalid votes	0	0
Total Number of Valid votes	0	0

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ii) Details of Voting

Particulars	**Number of members who cast electronically**	**No. of Equity Shares of the Nominal value of Rs. 10/- each (votes)**	**% of total number of valid votes cast**
Total votes received by electronic mode	20	5510076	100
Assented to the resolution	20	5510076	100
Dissented to the resolution	0	0	0

RESOLUTION 11: To Consider and Approve Investments/Loans/Guarantees/Securities pursuant to provisions of Section 186 of the Companies Act, 2013.

i) Details of voting by electronic mode, as received from the agency is as follows:

Particulars	Number of members who cast electronically	No. of Equity Shares of the Nominal value of Rs. 10/- each (votes)
Total votes received by electronic mode	20	5510076
Less: Total number of invalid votes	0	0
Total Number of Valid votes	0	0

ii) Details of Voting

Particulars	**Number of members who cast electronically**	**No. of Equity Shares of the Nominal value of Rs. 10/- each (votes)**	**% of total number of valid votes cast**

Total votes received by electronic mode	20	5510076	100
Assented to the resolution	20	5510076	100
Dissented to the resolution	0	0	0

RESOLUTION 12: To Consider and Approve Granting of Loan, giving Guarantee or providing Security in respect of any loan to APIS Pure Foodstuff Trading LLC, Dubai.

i) Details of voting by electronic mode, as received from the agency is as follows:

Particulars	Number of members who cast electronically	No. of Equity Shares of the Nominal value of Rs. 10/- each (votes)
Total votes received by electronic mode	20	5510076
Less: Total number of invalid votes	3	2940142
Total Number of Valid votes	17	2569934

ii) Details of Voting

Particulars	**Number of members who cast electronically**	**No. of Equity Shares of the Nominal value of Rs. 10/- each (votes)**	**% of total number of valid votes cast**
Total votes received by electronic mode	17	2569934	100
Assented to the resolution	17	2569934	100
Dissented to the resolution	0	0	0

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The data of Electronic voting has been unblocked after the completion of poll process at the 36th Annual General Meeting held on September 29, 2018 at 5.00 PM.

Thanking you,

Yours Truly

DR ASSOCIATES NEW DELHI COMPANY SECRETARIES

Rajesh Lakhanpal
CP No: 5551

Partner
DR Associates
Company Secretaries

Place: New Delhi
Date: October 1, 2018