Anand Kumar Singh
(Company Secretaries)

# Scrutinizer's Report

[Pursuant to section 108 of the Companies Act, 2013 and
[Rule 20 of the Companies (Management and Administration) Rule 2014 as amended]

To
The Chairperson of 37th Annual General Meeting of,
**APIS India Limited**,
18/32, East Patel Nagar,
New Delhi- 110008,

**Subject**: **Consolidated Scrutinizers report on remote e-voting and voting through Ballot papers pursuant to the provision of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rule 2014 and amendments thereto and voting through poll pursuant to section 109 of the Companies Act, 2013, read with rules 21 of Companies (Management and Administration) Rule, 2014 and amendments thereto at 37th Annual General Meeting of APIS India Limited held on Monday, 30th Day of September, 2019 at 10:00 A.M. at the registered office of the Company at 18/32, East Patel Nagar, New Delhi- 110008;**

Dear Sir,

I, Anand Kumar Singh, Company Secretary in practice having office at 183B, Second Floor, Gurudwara Road, West Guru Angad Nagar, Laxmi Nagar, Delhi-110092 have been appointed by the Board of Directors of APIS India Limited ("the Company") dated 14/08/2019 for the purpose of scrutinizing the remote e-voting process and voting through Ballot papers at 37th Annual General Meeting (AGM) of the Members of the Company, in a fair and transparent manner and ascertaining the requisite majority on remote e-voting and voting through Ballot papers carried out, In term of provision of section 108 and 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rule 2014 as amended by Companies (Management and Administration) Amended Rule 2015 and pursuant to regulation 30 and Regulation 44(3)of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 on the resolution set out in the notice dated 14th Day of August, 2019 for 37th AGM of the

ANAND KUMAR SINGH * COMPANY SECRETARIES * New Delhi CP No. 9404



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Members of APIS India Limited, held on Monday, 30th Day of September, 2019 at 10:00 A.M. at the registered office of the Company at 18/32, East Patel Nagar, New Delhi- 110008.

Accordingly, I submit the report, on completion of remote e-voting process and voting through Ballot papers, as under

1. The Company had engaged the services of Central Depository Services (India) Limited (CSDL) as the authorized agency to provide secured system for remote e-voting process through its designated website at ***https://www. evotingindia.com*** via CSDL e-voting platform.

2. Detailed instruction relating to poll and remote e-voting facility along with login detail ware provided to the eligible members.

3. The company has also published the information related to remote e-voting in newspapers namely Financial Express (English Daily) and Jansatta (Hindi Daily) dated 05th September, 2019.

4. In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by the Companies (Management and Administration) Amendment, Rules 2015 and further substituted by the company (Management and Administrations) amendment, Rules 2016 (including any statutory modification or re-enactment thereof) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the remote e-voting period remained open from Friday 27th Day of September 2019 (9.00 A.M.) till Sunday 29th September, 2019 (5.00 P.M.)

5. The Members of the Company as on the "cut- off date" i.e. Monday, September 23, 2019, were entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting on the proposed resolutions as set out in the Notice dated Wednesday, 14th Day of August, 2019.

6. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting by Ballot paper on the resolutions contained in the Notice to the 37th AGM of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process and for voting through ballot paper at the AGM is restricted to preparing a Scrutinizer's report of the votes

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cast "in favor" or "against" the resolutions stated in notice of the AGM, based on the reports generated from the remote e-voting system provided by Central Depository Services (India) Limited (CSDL) and voting through ballot paper conducted at the 37th AGM.

7. At the 37th AGM of the Company held on 30th September, 2019 the Chairman at the end of the discussion on the resolution(s) ordered for poll through physical ballot papers at AGM as per Rule 20 & 21 of Companies (Management and Administration) Amendment Rules, 2015 to facilitate the members present at the meeting who could not participate in the remote e-voting to record their votes. Poll through physical ballot papers was provided at the venue of AGM at 18/32, East Patel Nagar, New Delhi- 110008.

8. One (1) Ballot Box was kept for polling at the AGM ballot box was locked in my presence.

9. At the 37th Annual General Meeting, after declaration of poll by the Chairman, a box kept for poling was locked in my presence with due identification marks placed by me.

10. After completion of poll through physical ballot papers at the AGM, the locked ballot box was opened in my presence and ballot ware diligently scrutinized. Thereafter polling papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorizations/Proxies lodged with the Company. A detailed register was maintained containing the particulars of the Members who participated in poll through physical ballot papers at AGM.

11. The ballot papers, which were incomplete and/or which were otherwise found defective or if signature or name of shareholders did not match with the record have been treated as invalid and were kept separately. Further shareholding of those shareholders who have different folio number has been consolidated and treated as one.

12. Therefore, the votes cast through remote e-voting were unblocked after completion of poll through physical ballot papers at AGM in the presence of two witnesses, Mr. Nimesh Kumar S/o Charan Singh R/o Vill- Achpal Garhi, Post-Pilkhuwa, Distt-Hapur, UP-245304, and Mr. Dhanoj Kumar Singh, S/o Shri Ram Bachan Singh at G-83, 202 Vijay chook Laxmi Nagar Delhi-110092 who are not

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in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Mr. Nimesh Kumar

Mr. Dhanoj Kumar Singh

13. The consolidated summary of results of remote e-voting and poll through physical ballot papers at AGM are as under:

**(a) Resolution No-1:- "Ordinary Resolution"**

To receive, consider, and adopt the audited Financial Statements (Standalone & Consolidated) for the financial year ended 31st March, 2019, together with Auditors Report and Board Report thereon.

**Voted in FAVOUR or AGAINST for the Resolution**

| Item no of Notice | Voting Method | Vote in assent | | | Vote in dissent | | Invalid Vote |
|---|---|---|---|---|---|---|---|
| | | Nos. | Total vote cast | %age | Nos. | %age | |
| Item NO-1 ORDINARY RESOLUTION | e-voting | 19 | 5398367 | 100% | Nil | NA | Nil |
| | Poll | Nil | 0 | NA | Nil | NA | Nil |
| | **Total** | **19** | **5398367** | **100%** | **Nil** | **NA** | **Nil** |

**(b) Resolution No-2:- "Ordinary Resolution"**

To appoint a Director in place of Mr. Amit Anand (DIN: 00951321), who retires by rotation in terms of Section152 (6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

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**Voted in FAVOUR or AGAINST for the Resolution**

| Item no of Notice | Voting Method | Vote in assent | | | Vote in dissent | | Invalid Vote |
|---|---|---|---|---|---|---|---|
| | | Nos. | Total vote cast | %age | Nos. | %age | |
| Item NO-2 ORDINARY RESOLUTION | e-voting | 19 | 5398367 | 100% | Nil | NA | Nil |
| | Poll | Nil | 0 | NA | Nil | NA | Nil |
| | **Total** | **19** | **5398367** | **100%** | **Nil** | **NA** | **Nil** |

**(c) Resolution No-3:- "Ordinary Resolution"**

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, 2019.

**Voted in FAVOUR or AGAINST for the Resolution**

| Item no of Notice | Voting Method | Vote in assent | | | Vote in dissent | | Invalid Vote |
|---|---|---|---|---|---|---|---|
| | | Nos. | Total vote cast | %age | Nos. | %age | |
| Item NO-3 ORDINARY RESOLUTION | e-voting | 19 | 5398367 | 100% | Nil | NA | Nil |
| | Poll | Nil | 0 | NA | Nil | NA | Nil |
| | **Total** | **19** | **5398367** | **100%** | **Nil** | **NA** | **Nil** |

**(d) Resolution No-4:- "Special Resolution"**

Approval of re-appointment of Mr. Karan Ahooja (DIN: 02688727), as an independent director of the company.

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**Voted in FAVOUR or AGAINST for the Resolution**

| Item no of Notice | Voting Method | Vote in assent | | | Vote in dissent | | Invalid Vote |
|---|---|---|---|---|---|---|---|
| | | Nos. | Total vote cast | %age | Nos. | %age | |
| Item NO-4 SPECIAL RESOLUTION | e-voting | 19 | 5398367 | 100% | Nil | NA | Nil |
| | Poll | Nil | 0 | NA | Nil | NA | Nil |
| | **Total** | **19** | **5398367** | **100%** | **Nil** | **NA** | **Nil** |

**(e) Resolution No-5:- "Special Resolution"**

Approval of re-appointment of Mr. Sushil Gupta (DIN: 01549211), as an independent director of the company

**Voted in FAVOUR or AGAINST for the Resolution**

| Item no of Notice | Voting Method | Vote in assent | | | Vote in dissent | | Invalid Vote |
|---|---|---|---|---|---|---|---|
| | | Nos. | Total vote cast | %age | Nos. | %age | |
| Item NO-5 SPECIAL RESOLUTION | e-voting | 19 | 5398367 | 100% | Nil | NA | Nil |
| | Poll | Nil | 0 | NA | Nil | NA | Nil |
| | **Total** | **19** | **5398367** | **100%** | **Nil** | **NA** | **Nil** |

**(f) Resolution No-6:- "Special Resolution"**

Approval of re-appointment of Mrs. Shalini Malik (DIN: 03397744), as an independent director of the company.

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**Voted in FAVOUR or AGAINST for the Resolution**

| Item no of Notice | Voting Method | Vote in assent | | | Vote in dissent | | Invalid Vote |
|---|---|---|---|---|---|---|---|
| | | Nos. | Total vote cast | %age | Nos. | %age | |
| Item NO-6 SPECIAL RESOLUTION | e-voting | 19 | 5398367 | 100% | Nil | NA | Nil |
| | Poll | Nil | 0 | NA | Nil | NA | Nil |
| | **Total** | **19** | **5398367** | **100%** | **Nil** | **NA** | **Nil** |

**(g) Resolution No-7:- "Special Resolution"**

Approval of re-appointment of Mrs. Sunita Chaddha (DIN: 03398434), as an independent director of the company.

**Voted in FAVOUR or AGAINST for the Resolution**

| Item no of Notice | Voting Method | Vote in assent | | | Vote in dissent | | Invalid Vote |
|---|---|---|---|---|---|---|---|
| | | Nos. | Total vote cast | %age | Nos. | %age | |
| Item NO-7 SPECIAL RESOLUTION | e-voting | 19 | 5398367 | 100% | Nil | NA | Nil |
| | Poll | Nil | 0 | NA | Nil | NA | Nil |
| | **Total** | **19** | **5398367** | **100%** | **Nil** | **NA** | **Nil** |

**(h) Resolution No-8:- "Special Resolution"**

Approval of appointment of Mrs. Prem Anand (DIN: 00951873) as whole time director and payment of remuneration

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**Voted in FAVOUR or AGAINST for the Resolution**

| Item no of Notice | Voting Method | Vote in assent | | | Vote in dissent | | Invalid Vote |
|---|---|---|---|---|---|---|---|
| | | Nos. | Total vote cast | %age | Nos. | %age | |
| Item NO-8 SPECIAL RESOLUTION | e-voting | 19 | 5398367 | 100% | Nil | NA | Nil |
| | Poll | Nil | 0 | NA | Nil | NA | Nil |
| | **Total** | **19** | **5398367** | **100%** | **Nil** | **NA** | **Nil** |

**(i) Resolution No-9:- "Ordinary Resolution"**

Approval of related party transactions with skyline international industries FZE

**Voted in FAVOUR or AGAINST for the Resolution**

| Item no of Notice | Voting Method | Vote in assent | | | Vote in dissent | | Invalid Vote |
|---|---|---|---|---|---|---|---|
| | | Nos. | Total vote cast | %age | Nos. | %age | |
| Item NO-9 ORDINARY RESOLUTION | e-voting | 19 | 5398367 | 100% | Nil | NA | 3914159* |
| | Poll | Nil | 0 | NA | Nil | NA | Nil |
| | **Total** | **19** | **5398367** | **100%** | **Nil** | **NA** | **3914159*** |

14. All the papers relating to voting by electronic means shall remain in the safe custody of the Scrutinizers until the Chairman considers, approves and signs the minutes of AGM and thereafter, the Scrutinizers shall hand over the related papers to the Company.

15. Based on the above voting, all resolutions carried on with requisite majority, accordingly we request the Chairman of the 37th AGM to announce the result of the meeting.

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16. The register, all other papers and relevant record relating to remote e-voting and voting by Ballot papers at 37th AGM shall remain in my safe custody until the chairman consider, approved and sign the Minute of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company secretary for safe keeping.

***Being interested parties, voted treated as invalid.***

**Thanking you**
**Yours faithfully**

ANAND KUMAR SINGH * New Delhi CP No. 9404 * COMPANY SECRETARIES

**Anand Kumar Singh**
**(Company Secretaries)**
**Mem No- 24881**
**CP No- 9404**
**UDIN- A024881A000019458**
**Date: October 01, 2019**
**Place: Delhi**

AIPS INDIA LTD. * NEW DELHI-8 *

**Mrs. Prem Anand**
**(Whole Time Director)**
**Chairman of 37th Annual General Meeting**



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