



IS/ISO 9001 - 2000

APM INDUSTRIES LIMITED

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CIN No. : L21015RJ1973PLC015819

Website : www.apmindustries.co.in

APMIL/192

December 10, 2018

BSE Limited
25th Floor,
Phiroze Jeejeebhoy Towers
Dalal Street
Fort, Mumbai - 400001

Dear Sir,

Ref: Stock Code 523537

Sub: Voting Results of the National Company Law Tribunal Convened Meeting (Meeting) of the Equity Shareholders of the Company held on December 8, 2018

By an order dated the 26th day of October, 2018, the Jaipur Bench of the National Company Law Tribunal has directed a meeting to be held of **equity shareholders and unsecured creditors of APM Industries Limited** for the purpose of considering, and if thought fit, approving with or without modification, the Scheme of Arrangement among **APM Industries Limited** (hereinafter referred to as 'AIL' or 'Demerged Company' or 'the Company') and **APM Finvest Limited** (hereinafter referred to as 'AFL' or 'Resulting Company') and their respective equity shareholders and Unsecured creditors whereby it is proposed to Demerge the Finance & Investment Undertaking (hereinafter referred as 'Demerged Undertaking') of the Demerged Company and subsequently amalgamate with and into its wholly owned subsidiary, the Resulting Company as a going concern in accordance with the provisions of Section 230-232 of the Companies Act, 2013 ("the Scheme").

The Company had provided the facility to the Equity Shareholders to cast their votes either by way of postal ballot at the meeting or through remote e-voting facility arranged by National Securities Depository Limited ("NSDL"), prior to the Meeting.

In this regard, please find enclosed Voting results of the Meeting as required under Regulation 44 (3) of the Listing Regulations along with the Consolidated Scrutinizer's Report .

The same will also uploaded on the Company's website at www.apmindustries.co.in and on the NSDL website.

The proposed resolution for approving the Scheme was passed with requisite majority by the Equity Shareholders of the Company.

Thanking you,

Yours faithfully,
For **APM INDUSTRIES LIMITED**

JYOTI UPADHYAY
COMPANY SECRETARY

Encl. as above

APM INDUSTRIES LIMITED

Voting Results of the NCLT Convening Meeting of Equity Shareholders dated 08th December, 2018

Date of NCLT convening Meeting	08th December, 2018
Total number of shareholders on cut off date i.e. 26.10.2018	9604
No. of shareholders present in the meeting either in person or through proxy	92
a) Promoters and Promoter group	15
b) Public	77
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	NOT APPLICABLE
b) Public	NOT APPLICABLE
No. of resolution passed in the meeting	1

Resolution required: (Ordinary / Special) SPECIAL
 Whether promoter/promoter group are interested in the agenda/resolution? NO

Resolution No. 1:
 Approval of Scheme of Arrangement among APM Industries Limited (hereinafter referred to as 'AIL' or 'Demerged Company' or 'the Company') and APM Finvest Limited (hereinafter referred to as 'AFL' or 'Resulting Company') and their respective equity shareholders and Unsecured creditors in accordance with the provisions of Section 230-232 of the Companies Act, 2013.

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - In favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting		13730620	100.0000	13730620	0	100.0000	0.0000
	Poll	13730620	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		13730620	100.0000	13730620	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	250	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		79474	1.0085	73838	5636	92.9084	7.0916
	Poll	7880490	532030	6.7512	532030	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		611504	7.7597	605868	5636	99.6781	0.9217
Total	Total	22611360	14342124	66.3638	14336488	5636	99.9407	0.0393

Note: Thus the resolution was passed with requisite majority.

For APM INDUSTRIES LIMITED

 JYOTI UPADHYAY
 Company Secretary

Office No. 303, Third Floor, ARG Corporate Park,
Gopalbari, Ajmer Raod, Jaipur (Rajasthan) – 302016

Consolidated Scrutinizer's Report

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and rule 20 (4) (xii) of the Companies (Management and Administration) Amendments Rules, 2015 and 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
Mr. Amol Vyas, Advocate/ Mr. Deepak Arora, Practicing Company Secretary
Chairperson/ Alternate Chairperson appointed by the Hon'ble National Company Law
Tribunal, Jaipur Bench (NCLT),
for the Meeting of the Equity Shareholders of APM INDUSTRIES LIMITED.

**REPORT ON THE VOTING CONDUCTED THROUGH POSTAL BALLOT, E-VOTING, AND
AT THE NCLT CONVENED MEETING OF THE EQUITY SHAREHOLDERS OF APM
INDUSTRIES LIMITED HELD ON SATURDAY, 08th DECEMBER, 2018 AT 12.00 NOON
AT COUNTRY INN & SUITES BY RADISSON, PLOT NO. 4, SOHNA ROAD, BHAGAT
SINGH COLONY, U.I.T. BHIWADI, RAJASTHAN-301019**

I, Susshil Daga, B.Com, FCS, LL.B appointed by National Company Law Tribunal (**NCLT**),
Jaipur Bench vide its order dated 26th October, 2018 as the scrutinizer of APM INDUSTRIES
LIMITED ("**Company**") for the purpose of scrutinizing:

- (i) That the remote e-voting process in a fair and transparent manner and ascertaining the requisite majority on remote e-voting, carried out as per the provisions of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendments Rules, 2015, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI LODR Regulations) and
- (ii) That the poll conducted at the venue of the Meeting in respect of the resolution contained in the Notice dated 26th October, 2018 (the Notice) of the NCLT Convened Meeting of the Equity Shareholders of the company (the Meeting), held on Saturday, the 08th December, 2018 At 12.00 Noon at COUNTRY INN & SUITES BY RADISSON, Plot No. 4, Sohna Road, Bhagat Singh Colony, U.I.T. Bhiwadi-301019, Rajasthan

The management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules thereunder, and SEBI (LODR) Regulations, 2015 relating to voting through remote e-voting and Ballot paper on the resolution contained in the Notice of the Meeting.

The Company appointed National Securities Depository Limited (NSDL), the Agency authorised under Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and the provisions of SEBI (LODR) Regulations, 2015 to provide remote e-voting facility to the Equity Shareholders of the company.

The Report is as under:

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susshil@amicuslegal.in

Susshil Daga

B.Com, FCS, LL.B

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Gopalbari, Ajmer Raod, Jaipur (Rajasthan) – 302016

1. The e-voting period commenced on Thursday, 08th day of November, 2018 at 09:00 AM (09.00 hours) and ended on Friday, 07th day of December, 2018 at 5:00 PM (17.00 hours).
2. The Shareholders holding shares as on the "cut off" date i.e. 26th October, 2018, were entitled to vote on the proposed resolution as set out in the Notice.
3. After the time fixed for closing of the poll by the Chairman, ballot box kept for polling were locked in my presence with due identification marks placed by me.
4. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agent of the Company and the authorizations/proxies lodged with the company.
5. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately: NA.
6. The remote e-voting was unblocked on 08th December, 2018 at 01.16 P.M. in the presence of two witnesses, Ms. Jyoti Soni and Ms. Heena Lakhani Company Secretaries (who are not in the employment of the Company). They have signed below in confirmation of the votes being unblocked in their presence.



Name: Jyoti Soni



Name: Heena Lakhani

7. That 92 Shareholders holding 1,41,61,224 shares in aggregate were present in person or through proxy at the NCLT Convened Meeting of the Equity Shareholders; out of which, 77 Shareholders holding 14,45,598 shares cast their vote and 15 Shareholders holding 1,27,15,626 shares did not cast their vote at the meeting. From among 77 Shareholders who cast their vote, 7 shareholder holding 9,13,568 shares has already cast their vote by remote e-voting, so voting of such 7 shareholders at the meeting by ballot paper has been rejected.
8. That the voting was conducted to consider, and if thought fit, to pass the following resolution with or without modification:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification and re-enactments thereof for the time being in force, and subject to the relevant provisions of the Memorandum & Articles of Association of the Company and subject to the approval of National Company Law Tribunal, Jaipur Bench ("Tribunal") and subject to such requisite approvals of the concerned Stock Exchanges in accordance with the regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India or any other relevant authority from time to time to the extent applicable and subject to such approvals, consents, permissions and sanctions of

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appropriate authorities as may be necessary/required and subject to such conditions as may be prescribed, directed or made by any of them while granting such approvals, consents and permissions, and further based on Share Entitlement Report dated January 8, 2018 from M/s. Bansal Abinav & Co., Chartered Accountants, fairness opinion dated January 9, 2018 from Finshore Management Services Limited, Merchant Banker and Certificate dated January 11, 2018 in accordance with Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 obtained from M/s Chaturvedi & Partners, Statutory Auditors of the Company, regarding the accounting treatment being followed in the Scheme is in compliance with all the applicable Accounting Standards and on the recommendation of the Audit Committee and other relevant documents placed before it, the consent and approval of the Equity Shareholders be and is hereby accorded for the Demerger of Finance & Investment Undertaking of APM Industries Limited ('Demerged Company') into APM Finvest Limited ('Resulting Company') with 1st April, 2018 as the Appointed Date.

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Tribunal, while sanctioning the arrangement embodied in the Scheme, or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise in giving effect to the Scheme, including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper."

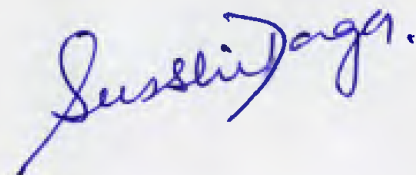
9. The summary of voting through remote e-voting and postal ballot at the NCLT convened meeting is as under:

(i) **Voted in favour of resolution:**

Mode of Polling	Number of members voted through electronic voting system and poll	Number of votes cast in favour of resolution	% of total number of valid votes cast
Remote voting	41	13804458	96.25
Physical	70	532030	03.71
Total	111	14336488	99.96

(ii) **Voted against the resolution:**

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Susshil Daga

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Mode of Polling	Number of members voted through electronic voting system and poll	Number of votes cast in against of resolution	% of total number of valid votes cast
Remote e-voting	8	5636	0.04
Physical	0	0	0.00
Total	8	5636	0.04

(iii) **Invalid votes:**

Mode of Polling	Total numbers of members whose votes were declared invalid	Total number of votes cast by them
Remote e-voting	0	0
Physical	0	0
Total	0	0

The poll papers and relevant records relating to electronic voting and Poll were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you.

09.12.2018

Jaipur



SUSSHIL DAGA

B.Com, FCS, LL.B
FCS: 9567

Office No. 303, Third Floor, ARG Corporate Park,
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Form No. MGT-13

Report of scrutinizer(s)

[Pursuant to Rule Section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To,
Mr. Amol Vyas, Advocate/ Mr. Deepak Arora, Practicing Company Secretary
Chairperson/ Alternate Chairperson appointed by the Hon'ble National Company Law
Tribunal, Jaipur Bench (NCLT),
for the Meeting of the Equity Shareholders of APM INDUSTRIES LIMITED.

**REPORT ON THE VOTING CONDUCTED THROUGH POSTAL BALLOT, E-VOTING, AND
AT THE NCLT CONVENED MEETING OF THE EQUITY SHAREHOLDERS OF APM
INDUSTRIES LIMITED HELD ON SATURDAY, 08th DECEMBER, 2018 AT 12.00 NOON
AT COUNTRY INN & SUITES BY RADISSION, PLOT NO. 4, SOHNA ROAD, BHAGAT
SINGH COLONY, U.I.T. BHIWADI, RAJASTHAN-301019**

I, Susshil Daga, B.Com, FCS, LL.B appointed by National Company Law Tribunal (**NCLT**),
Jaipur Bench vide its final order dated 26th October, 2018 as the scrutinizer for the purpose
of the poll taken at the NCLT Convened Meeting of the Equity Shareholders of the company
held on Saturday, the 08th December, 2018 At 12.00 Noon at COUNTRY INN & SUITES BY
RADISSION, Plot No. 4, Sohna Road, Bhagat Singh Colony, U.I.T. Bhiwadi-301019,
Rajasthan, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agent of the Company and the authorizations/ proxies lodged with the company.
3. I did not find any poll papers invalid.
4. Further to my Consolidated Scrutinizer's Report of even date, the result of the Poll is as under for the resolution as set in the Notice:

(i) Voted **in favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
70	532030	03.71

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(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) **Invalid** votes:

Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Thanking you.

09.12.2018

Jaipur



SUSSHIL DAGA

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