

  
**APPLE**  
**FINANCE LIMITED**

January 3, 2019

BSE Limited  
CRD - Listing Compliance  
P. J. Towers  
Dalal Street  
Mumbai 400 001

Dear Sirs,

*Postal Ballot Results*

This has reference to our letter dated November 30, 2018, enclosing the Postal Ballot Notice along with the Explanatory Statement seeking the consent of the Members by way of Special Resolutions vide Postal Ballot/e-Voting with respect to the following items of business:-

- (1) Alteration of the Object Clause of the Memorandum of Association of the Company.
- (2) Alteration of the Liability Clause of the Memorandum of Association of the Company.
- (3) Adoption of new set of Memorandum of Association of the Company as per the provisions of the Companies Act, 2013.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we would like to inform you that the Resolutions 1, 2 and 3 as mentioned above, have been passed by the Members of the Company with requisite majority.

The approval is deemed to have been received on the last date of receipt of Postal Ballot Forms i.e. on January 1, 2019.

In this behalf, please find enclosed the Scrutinizer's Report dated January 3, 2019.

This is for your information and record.

Yours truly,  
For Apple Finance Limited



Company Secretary

Encl.: a/a

# Pramod S. Shah & Associates

Practising Company Secretaries

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## Report of Scrutinizer(s)

[Pursuant to section 108 & 110 of the Companies Act, 2013 and Rule 20 & 22 of the Companies(Management and Administration) Rules, 2014]

To,  
The Chairman  
Apple Finance Limited  
CIN: L65910MH1985PLC037767  
Address: 8, Apeejay House 130, Mumbai Samachar Marg Mumbai Mh 400023

Dear Sir,

I, Pramod S. Shah, Partner of Pramod S. Shah & Associates, Practising Company Secretaries, appointed as the Scrutinizer by the Management of Apple Finance Limited pursuant to Section 108 and 110 of the Companies Act, 2013 ("the Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, to scrutinize postal ballot voting and voting by electronic means ("remote e-voting") in respect of passing of the resolutions contained in the Notice dated 14<sup>th</sup> November, 2018 through Postal Ballot.

The Company had availed the remote e-voting facility offered by Central Depository Services Limited ('CDSL') for conducting remote e-voting by the members of the Company.

The voting period commenced on Monday, 03rd December, 2018, at 10.00 a.m. (IST) and ended on Tuesday, 01st January, 2019 at 5.00 p.m. (IST). No ballot paper was accepted thereafter and the CDSL remote e-voting platform was blocked thereafter.

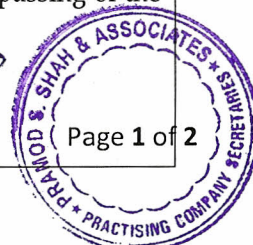
My responsibility as a scrutinizer is restricted to making a Scrutinizer's report of the votes cast by the members for the resolutions contained in the Notice dated 14<sup>th</sup> November, 2018, based on the reports generated from the e-voting system provided by CDSL and scrutiny of the physical ballots received till the time fixed for closing of the voting process i.e. till 5.00 p.m. on 01st January, 2019.

I have scrutinized and reviewed ballot papers and the remote e-voting conducted, based on the data downloaded from the CDSL system. I submit my report as under:

1. After the time fixed for closing the remote e-voting i.e. 5.00 p.m. on 01st January, 2019, a final electronic report of the remote e-voting was generated by me. The votes cast under remote e-voting facility were there after unblocked in the presence of two witnesses who were not in the employment of the Company and the votes cast there under were counted. Data regarding the e-votes was diligently scrutinized.
2. The physical postal ballots received till the time fixed for closing of the Postal Ballot i.e. 5.00 p.m. on 01st January, 2019, were diligently scrutinized.

The result of the scrutiny of the above postal ballot and remote e-voting in respect of passing of the resolutions contained in the Notice dated 14<sup>th</sup> November, 2018 is as under:

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**Consolidated Results****Special Resolution - Item No. 1:**

Alteration of the object clause of the Memorandum of Association of the company:

Particulars	Remote E-voting		Postal Ballot		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	26	2335	19	14406226	45	14408561	83.8418%
Dissent	5	2776345	0	0	5	2776345	16.1552%
Invalid	0	0	2	500	2	500	0.0030%
Total	31	2778680	21	14406726	52	17185406	100

**Special Resolution - Item No. 2:**

Alteration of the Liability Clause of the Memorandum of Association of the Company:

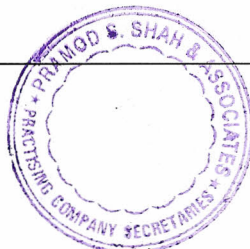
Particulars	Remote E-voting		Postal Ballot		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	26	2335	19	14406226	45	14408561	83.8418%
Dissent	5	2776345	0	0	5	2776345	16.1552%
Invalid	0	0	2	500	2	500	0.0030%
Total	31	2778680	21	14406726	52	17185406	100

**Special Resolution - Item No. 3:**

Adoption of new set of Memorandum of Association of the Company as per the provisions of the Companies Act, 2013:

Particulars	Remote E-voting		Postal Ballot		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	26	2335	19	14406226	45	14408561	83.8418%
Dissent	5	2776345	0	0	5	2776345	16.1552%
Invalid	0	0	2	500	2	500	0.0030%
Total	31	2778680	21	14406726	52	17185406	100

Based on the aforesaid results, we report that Special Resolutions as contained in Item No.1 to 3 has been passed with requisite majority.



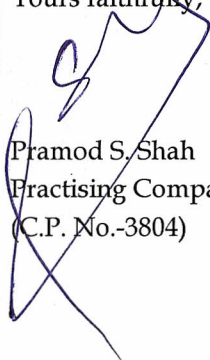
# Pramod S. Shah & Associates

Practising Company Secretaries

3. An electronic register containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is provided separately.
4. The electronic data along with the postal ballots and all other relevant records relating to the remote e-voting and the Postal Ballot received is under my safe custody and will be handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking you.

Yours faithfully,

  
Pramod S. Shah  
Practising Company Secretary  
(C.P. No.-3804)



Place: Mumbai

Dated: 03rd January 2019