

SEC/2103/2022

E-filing

21st March, 2022

National Stock Exchange of India Limited "Exchange Plaza", C-1, Block G, Bandra- Kurla Complex, Bandra (E), Mumbai – 400 051. Scrip Symbol : APARINDS <u>Kind Attn.: The Manager, Listing Dept.</u>	BSE Limited Corporate Relationship Department, 27 th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001. Scrip Code : 532259 <u>Kind Attn. : Corporate Relationship Dept.</u>
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Sub. :Results of Postal Ballot Notice (conducted through the e-voting process) as per Regulation 44 and all other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended from time to time and submission of Scrutinizer's report.

Dear Sirs,

We invite your kind attention to our letter dated February 16, 2022, submitting the Notice of Postal Ballot dated January 31, 2022 issued to the members of the Company for seeking their approval, by way of Special Resolution, for appointment of Mr. Kaushal J. Sampat (DIN: 01932997) as an Independent Director (Non-Executive) of the Company.

Mr. Hemang M. Mehta, Proprietor of H. M. Mehta & Associates, Practicing Company Secretaries, Vadodara, Gujarat, India (Membership No. FCS - 4965 & Certificate of Practice No. 2554), was appointed as Scrutinizer to conduct the Postal Ballot, through the e-voting process.

The E-voting period expired on 18th March, 2022 at 17.00 hours IST.



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APAR Industries Limited

Corporate Office: APAR House, Corporate Park, V N Purav Marg, Chembur, Mumbai 400 071, India
+91 22 2526 3400/6780 0400 corporate@apar.com www.apar.com

Regd Office: 301/306, Panorama Complex, RC Dutt Road, Alkapuri, Vadodara - 390007, India
+91 265 6178 700/6178 709 apar.baroda@apar.com www.apar.com CIN: L91110GJ1989PLC012802

Based on the report given by Scrutinizer, we are enclosing herewith the details of e-voting results on the said Special Resolution, as per the format specified under Regulation 44(3) of Listing Regulations. The said Resolution as mentioned in the Postal Ballot Notice dated January 31, 2022, has been passed, with the requisite majority, on March 18, 2022 (being the last date of e-voting).

The e-voting results (**Annexure – 1**) and the Scrutinizer's Report on e-voting results (**Annexure – 2**) are enclosed herewith and same is being also uploaded at the website of the Company i.e. www.apar.com and on the website of the e-voting agency (Central Depository Services (India) Limited) i.e. www.evotingindia.com.

Kindly take the same on record and disseminate on your website.

Thanking you,

Yours faithfully,

For APAR Industries Limited



(Sanjaya Kunder)
Company Secretary



Encl. : As above

Annexure -1

Disclosures as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

<p>Date of AGM/EGM</p>	<p>Not Applicable (Resolution passed through Postal Ballot on March 18, 2022 – being last date of e-voting)</p>
<p>Total Number of Shareholders as on record date</p>	<p>35,096 total number of shareholders as on Cut-off-date i.e. 10th February, 2022</p>
<p>No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:</p>	<p>Not applicable</p>
<p>No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public</p>	<p>Not applicable</p>





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Resolution required: (Ordinary/ Special) : Special		Appointment of Mr. Kaushal Jaysingh Sampat (DIN : 01932997) as an Independent Director (Non-Executive) of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favor	No of votes against	% of votes in favor on votes polled	% of votes against on votes polled
		(1)	(2)	(3) = $\frac{[(2)/(1)] * 100}{100}$	(4)	(5)	(6) = $\frac{[(4)/(2)] * 100}{100}$	(7) = $\frac{[(5)/(2)] * 100}{100}$
Promoter and Promoter Group	E-voting		NA	NA	NA	NA	NA	NA
	Postal Ballot	2,31,39,064	NA	NA	NA	NA	NA	NA
	Total		2,31,39,064	100.00%	2,31,39,064	0	100%	0%
			2,31,39,064	100.00%	2,31,39,064	0	100%	0%
Public Institutions	E-voting		NA	NA	NA	NA	NA	NA
	Postal Ballot	91,12,573	NA	NA	NA	NA	NA	NA
	Total		82,53,660	90.57%	82,53,660	0	100%	0%
			82,53,660	90.57%	82,53,660	0	100%	0%
Public- Non Institutions	E-voting		NA	NA	NA	NA	NA	NA
	Postal Ballot	60,16,982	8,95,273	14.88%	8,95,157	116	100%	0%
	Total		8,95,273	14.88%	8,95,157	116	100%	0%
TOTAL		3,82,68,619	3,22,87,997	84.37%	3,22,87,881	116	100%	0%



CS Hemang M. Mehta

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

H. M. Mehta & Associates
Company Secretaries

REPORT OF SCRUTINIZER

[Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman,
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 301, Mind Tree Building, A/3, Sunmoon Park Co. Op. Society, Near Radha Krishna Crossing, Towards PF Office, Akota, Vadodara-390020, Gujarat, India was appointed as a Scrutinizer by the Board of Directors of APAR Industries Limited ("**the Company**") under the provisions of Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) for the purpose of scrutinizing the Postal Ballot, only by way of remote e-voting process, in respect of resolution contained in the notice dated 31st January, 2022 ("**Notice**") issued in accordance with the General Circular Nos. 14/2020, 17/2020, 10/2021 and 20/2021 issued by the Ministry of Corporate Affairs on 08th April, 2020, 13th April, 2020, 23rd June, 2021 and 8th December, 2021 respectively ("**MCA Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), as amended from time to time, Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India ("**ICSI**") and all other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).
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**"), as amended from time to time, relating to voting through electronic means on the resolution contained in the Notice of Postal Ballot of the Company. My responsibility as a scrutinizer for the remote e-voting is restricted to make a Scrutinizer's Report for Votes cast in "favour" or "against" on the resolution set forth in the Notice of the Postal Ballot of the Company, based on the report generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), an agency engaged / appointed by the Company to provide remote e-voting facility for voting through electronic means in respect of the resolution as set out in the Notice of Postal Ballot of the Company.

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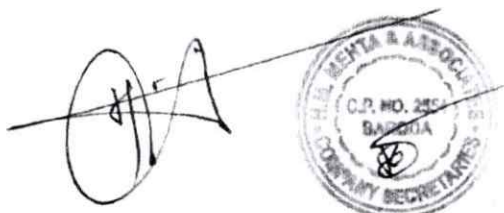
**H.M.MEHTA & ASSOCIATES
COMPANY SECRETARIES**

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

- 3.1. The Company through its appointed agency had, on Wednesday, 16th February, 2022, sent Postal Ballot Notice dated 31st January, 2022 along with Statement setting out material facts under Section 102 of the Companies Act, 2013 by electronic means i.e. on the registered e-mail IDs of those members whose names appeared in the Register of Members / List of Beneficiaries as on Thursday, 10th February, 2022 (being cut-off-date).


As per the provisions of the Companies Act, 2013, the numbers of votes cast in respect of resolution have been counted according to the number of shares held by the concerned members. One share held equal to one vote.

- 3.2. The Company arranged for remote e-voting facility provided by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting by the members of the Company on Resolution as set out in the Notice of Postal Ballot of the Company.
- 3.3. The above Notice was also placed on the website of the Company (www.apar.com) and websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and on the website of Central Depository Services (India) Limited (CDSL) at <https://www.evotingindia.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 Thursday, 17th day of February, 2022 (10:00 Hours) to Friday, 18th day of March, 2022 (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 Postal Ballot Notice in e-mode in nationwide daily newspaper in "Business Standard" (English language) and in "Loksatta Jansatta" (Gujarati language) on Thursday, 10th February, 2022 and it carried the required information as specified in the said Rules.
- 3.6. As prescribed in the aforesaid Rules and MCA and SEBI Circulars, the Company has also published an advertisement after dispatch of Postal Ballot Notice in e-mode in nationwide daily newspaper in "Business Standard" (English language) and in "Loksatta Jansatta" (Gujarati language) on Thursday, 17th February, 2022 and it carried the required information as specified in the said Rules
- 3.7. The remote e-voting remained open for a period of 30 days i.e. from Thursday, 17th day of February, 2022 (10:00 Hours) to Friday, 18th day of March, 2022 (17.00 Hours).
- 3.8. The members holding shares as on the "cut-off-date" i.e. Thursday, 10th February, 2022 were entitled to vote on the proposed resolution as set out in the Postal Ballot Notice of APAR Industries Limited through remote e-voting.



The image shows a handwritten signature in black ink, which appears to be 'H.M. Mehta', written over a circular stamp. The stamp is a professional seal for H.M. Mehta & Associates, Company Secretaries. The text within the stamp includes 'H.M. MEHTA & ASSOCIATES', 'C.P. NO. 250', 'BARODA', and 'COMPANY SECRETARIES'. There is a handwritten number '10' inside the stamp.

- 3.9 331 Members had cast their votes on the remote e-voting platform till Friday, 18th day of March, 2022 (17.00 Hours) (being last date of casting e-vote).
- 3.10 After completion of e-voting period on Friday, 18th day of March, 2022 (17.00 Hours), the data of e-voting was diligently scrutinized. Thereafter, the votes cast through remote e-voting were unblocked after completion of e-voting in the presence of two witnesses, (1) Ms. Kinjal Shah, resident of C-401, Stonegate, Near Priya Talkies, Vasna Bhayli Road, Vadodara-390007, Gujarat, India and (2) Ms. Harita Patel, resident of B-27, Ohm Housing Society, opposite Gokul Party plot, Gotri-Vasna Road, Vadodara – 390021, 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 Shah


Harita Patel

- 3.11. Thereafter, the details containing, inter alia, list of members, who voted "for", "against" of the resolution 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 resolution.

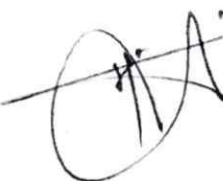

4. Based on the Report generated from the e-voting website of CDSL of APAR Industries Limited, I hereby submit my Report on the result of the remote e-voting in respect of the said Resolution as under:

Resolution No. 1 : Special resolution

Appointment of Mr. Kaushal Jaysingh Sampat as an Independent Director (Non-Executive) of the Company:

"RESOLVED THAT in accordance with the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Kaushal Jaysingh Sampat (DIN : 01932997), who was appointed as an Additional Director of the Company with effect from January 31, 2022 pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be appointed as an Independent Director (Non-Executive), not liable to retire by rotation and to hold office for a term of upto 5 (five) consecutive years i.e. from January 31, 2022 to January 30, 2027.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."


H.M.MEHTA & ASSOCIATES
COMPANY SECRETARIES

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	3,22,87,997	3,22,87,881	100%	116	0.00%
Total voting	3,22,87,997	3,22,87,881	100%	116	0.00%

5. The above-mentioned resolution has 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.

Thanking you,

Yours sincerely,
For H. M. Mehta & Associates
Company Secretaries


Hemang Mehta
Proprietor
C. P. No.: 2554
FCS No.: F4965
UDIN: F004965C003000859



Place: Vadodara
Date: 21.03.2022

Countersigned by:
For APAR Industries Limited



Sanjaya Kunder
Company Secretary
Authorized by Chairman