



CIN:- L24100MH1980PLC022746

## APT PACKAGING LTD

Gut No. 72, Vill Pharola, Tq. Paiithan, Dist. Aurangabad (M.S.) India - 431 105  
Tel : +91-2431-662000, 662010, Fax : + 91-2431 - 662030  
Website : WWW.aptpackaging.in

Dt. 20/08/2020

To,  
The Secretary,  
BSE Limited,  
Corporate Relationship Department,  
2nd Floor, New Trading Wing,  
Rotunda Building, Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumba- 400 001.

Dear Sir/Madam,

**Sub: Declaration of Results of Postal Ballot and Remote e-voting along with the Scrutinizers Report.**


This is further to our letter dated Feb 20, 2020 and pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the details of the combined voting results (through Remote e-voting and postal ballot forms) in the prescribed format along with the copy of Scrutinizer's Report for the resolution relating to approval of special resolutions of the Company as set out in the Postal Ballot Notice dated 18<sup>th</sup> January, 2020.

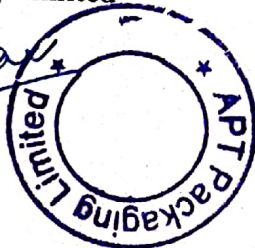
The said Resolution has been passed by the shareholders with requisite majority and is deemed to have been passed on 31<sup>st</sup> March, 2020 i.e. the last date of receipt of duly completed postal ballot forms and remote e-voting (extend to 31<sup>st</sup> July, 2020 in case of physical ballot due to pandemic COVID-19 and interruption of courier services).

The said postal ballot result is being displayed at the registered office of the Company. The scrutinizer's report along with the voting results will also be made available on the website at [www.instavote.linkintime.co.in](http://www.instavote.linkintime.co.in).

Please take the same on record.

Thanking you,  
Yours faithfully,  
For APT Packaging Limited

  
Arvind Machhar  
Managing Director  
Din:- 00251843  
Encl: as above



**Girish Bhandare & Associates**  
Company Secretaries

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**FORM NO MGT-13**  
**Report of the Scrutinizer(s)**  
**(Pursuant to rule section 109 of the Companies Act, 2013 and rules 21(2) of the Companies**  
**(Management and Administration) Rules, 2014)**

Date 3<sup>rd</sup> August, 2020

To,  
The Chairman,  
Of the Deemed General Meeting of APT Packaging Limited,  
(CIN: L24100MH1980PLC022746),  
Gut No. 72, Village Pharola, Post Beedkin,  
Dist Aurangabad – 431006

Subject:- Special Resolution(s) under different provision of the Companies Act, 2013 read with Rules made there under Voting through electronics means in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 framed there under & Voting by Poll under section 109 of the Companies Act read with Rule 21 of the Companies (Management & Administration) Rules, 2014 framed there under and **Impact of Covid-19 Pandemic on scrutiny.**

Dear Sir,

I, Girish P. Bhadnare, Practicing Company Secretary, Aurangabad appointed as Scrutinizer as per the Letter dated 18<sup>th</sup> January, 2020, for the purpose of scrutiny for the voting by ballot paper and electronic means on the below mentioned resolutions, at the deemed General Meeting of **APT PACKAGING LIMITED, held on 31<sup>st</sup> March, 2020 at Gut No. 72, Phrola Village, Paithan Road, Post. Beedkin Dist. Aurangabad – 431005, but the same could not be done due to impact of Covid-19 pandemic situation all over the country and district where the registered office of the company is situated which was scheduled on 2<sup>nd</sup> April, 2020 hereby submit my report after received data from R&T agent of the company for e-voting on 24<sup>th</sup> June, 2020 and for physical voting on dated 31<sup>st</sup> July, 2020 which is as under:-**

a.	Pursuant to section 101, 108 of the Companies Act and 3(1) of Rules 20 of the Companies (Management & Administration) Rules, 2014, the notices convening the meeting including statement under section 102 of the Act have been dispatched to all the members of the Company through electronics means (Wherever emails ids were available) and to the other shareholders by Private Courier agency on 29 <sup>th</sup> February, 2020 and subsequently, the Notice convening was also placed on the website of the agency i.e LINK INTIME INDIA PRIVATE LIMITED (LIPL) (Registrar & Transfer Agent). The members of the Company were given an option to vote electronic on e-voting platform provided by the LIPL (Insta-Vote) along with ballot paper.
b.	The Public advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper Times of India of wide circulation on 2 <sup>nd</sup> April, 2020 and Marathi news paper Dainik Gavkari in .
c.	The e-voting period commenced on 2 <sup>nd</sup> March, 2020 at 09.00 am and ended on 31 <sup>st</sup> March, 2020 at 05.00 pm. Whereas physical postal ballot received till 31 <sup>st</sup> July, 2020 taken as valid for voting due to pandemic Covid-19 situation.
d.	Accordingly the electronic votes cast were taken into account and at the end of this voting period, on March, 31 <sup>st</sup> 2020 at 05.00 P.M, the LIPL portal was blocked for voting.

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Office: G – 1, Kohinoor Garden, Dashmeshnagar, Aurangabad – 431001.

**Girish Bhandare & Associates**  
Company Secretaries

e.	The votes cast were unblocked in the presence of two witnesses on 24 <sup>th</sup> June, 2020.
f.	A register has been maintained electronic to record the assent or dissent, received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of share held by them, nominal value of such shares. As there were no shares with differential voting rights did not arise.
g.	The corporate members who had participated in the e-voting had provided the scanned copy of the resolution passed at the Board of Directors for authorization to vote-attend the resolution considered in the Deemed General Meeting.

These resolution have been passed through postal ballot. So, there no question of ballot paper distribution.

The resolution for which this Deemed General Meeting of the shareholders was held were as follows:-

SL No	Resolution	Nature of Resolution
1	Sale, dispose off and transfer its packaging tube processing Unit situated at Khasra No. 529, 5 <sup>th</sup> KM Stone, Akbarpur (Urd), Laksar, Haridwar Road, Laksar, Dist. Haridwar (Uttarakhand), Pin-247663 ("Undertaking")	Special
2	Sale, dispose off and transfer its packaging processing tube Unit situated at Gut No. 72, village Pharola, Post Beedkin, Dist Aurangabad – 431005 ("Undertaking")	Special
3.	Shifting of the Registered Office of the Company from Gut No. 72, village Pharola, Dist Aurangabad, Maharashtra State of India – 431005 to Gut No. 76, village Pangra, Paithan Road, Tq. Paithan, Dist Aurangabad, Maharashtra state of India -431106	Special

The results of the poll & voting electronics means are as follows:

The details of the number of members present and voting in person or by proxy and the valid/ invalid votes in respect of each of the resolutions are given below :-

Resolution Sl. No	Number of members who cast their votes either by e-voting/poll in the EGM		Number of valid Votes	Number of invalid votes
	ASSENT	DISSENT		
1	73	0	3797438	0
2	73	0	3797438	0
3	73	0	3797438	0

The summary of the results in terms of the number of votes cast for and against out of the total valid votes is given below:-

E VOTING & POLL						
Resolution Sl. No.	No of VOTES CAST IN FAVOUR	No of VOTES CAST AGAINST	Total – Valid Votes	Assent %	Dissent %	Passed/ Not Passed
1.	3797438	0	3797438	100	0	Passed as Special Resolution
2.	3797438	0	3797438	100	0	Passed as Special

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3.	3797438	0	3797438	100	0	Resolution Passed as Special Resolution
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Since the requisite number of votes cast in favour were not less than three times the votes cast against the resolution in Sl No. 1, 2 & 3, I hereby report that, the above resolution were passed with requisite majority.


1. The postal ballot paper and all other relevant records were sealed and handed over to the chairman who is authorized by the Board for safe keeping.
2. The data sheet relating to e-voting and other related papers/register, records are in the safe custody of the undersigned and that they will be handed over to the Chairman of the Company once the minutes are approved and signed.


**For Girish Bhandare & Associates**

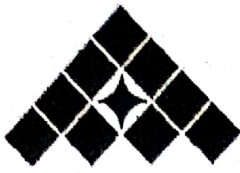
GIRISH  
PRAKASH  
BHANDARE

Digitally signed by  
GIRISH PRAKASH  
BHANDARE  
Date: 2020.08.16  
20:12:41 +05'30'

Mr. Girish Bhandare  
Practicing Company Secretary  
FCS 9345 CP 11092  
Date:- 03/08/2020  
Place:- Aurangabad

  
Signature  
Mr. Mahesh Dube  
Occ:- Service  
Place:- Aurangabad  
Witness:- 1 :-

  
Signature  
Mr. Harish Kaul  
Occ:- Business  
Place:- Aurangabad  
Witness:- 2 :-



CIN NO:- L24100MH1980PLC022746

**MINUTES OF THE RESOLUTIONS PASSED BY MEMBERS OF APT PACKAGING LIMITED THROUGH POSTAL BALLOT AND E-VOTING, IN DEEMED MEETING HELD ON 31<sup>ST</sup> AT GUT NO 72, PHROLA VILLAGE, POST BEEDKI, DIST AURANGABAD – 431 005**

Pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to other applicable laws and regulations, the following resolutions were recommended by the Board of Directors in its meeting held on Saturday, 18<sup>th</sup> January, 2020, for the approval of Members of the Company by way of Special Resolution through postal ballot and e-voting:-:

- 1) To sale, dispose off and transfer its packaging tube processing Unit situated at Khasra No. 529, 5<sup>th</sup> KM Stone, Akbarpur (Urd), Laksar, Haridwar Road, Laksar, Dist. Haridwar (Uttarakhand), Pin-247663 ("Undertaking"),
- 2) To sale, dispose off and transfer its packaging processing tube Unit situated at Gut No. 72, village Pharola, Post Beedkin, Dist Aurangabad – 431005 ("Undertaking")
- 3) To shift the Registered Office of the Company from Gut No. 72, village Pharola, Dist Aurangabad, Maharashtra State of India – 431005 to Gut No. 76, village Pangra, Paithan Road, Tq. Paithan, Dist Aurangabad, Maharashtra state of India -431106.

The Board of Directors at its meeting held on Saturday, January 18, 2020, has appointed Mr. Girish Bhandare (Membership No. FCS 9345) of M/s Girish Bhandare & Associates, Practicing Company Secretaries, Aurangabad as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner for seeking approval of Members on above resolutions. Pursuant to the provisions of Section 108 and 110 the Companies Act, 2013 and Rules made there under and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility to the members to exercise their votes electronically and vote on all the resolutions through the e-voting service facility arranged by Link Intime India Private Limited ("LIPL").

Pursuant to the applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had on 27<sup>th</sup> February, 2020:

- a) Completed through permitted mode, dispatch of Postal Ballot Notice along with Postal Ballot Form and self-addressed postage prepaid Business Reply Envelope to the Members whose names appeared on the Register of Members/List of Beneficial Owners as on 18<sup>th</sup> January, 2020 and
- b) E-mailed the Notice of Postal Ballot to the Members whose names appeared on the Register of Members/List of Beneficial Owners as on 18<sup>th</sup> January, 2020 and whose e-mail addresses are registered with the Company/depositories, unless any member has registered for a physical copy of the same;

for seeking approval of Members of the Company by way of Special Resolution in respect of the business contained in the Notice of Postal Ballot dated 18<sup>th</sup>, January, 2020. Newspaper Advertisement containing the requisite particulars as required under Rule 22 of the Companies (Management and Administration) Rules, 2014 was published in The Times of India, English Edition and Dainik Gavkari, Marathi Edition on 2<sup>nd</sup> March, 2020.

Further scrutinizers reported that, scrutiny could not be done due to impact of Covid-19 pandemic situation all over the country and district where the registered office of the company is situated which was scheduled on 2nd April, 2020. He further submitted his report as per data received from R&T agent of the company i.e for e-voting data received on 24<sup>th</sup> June, 2020 and for physical voting data received on 31<sup>st</sup> July, 2020.

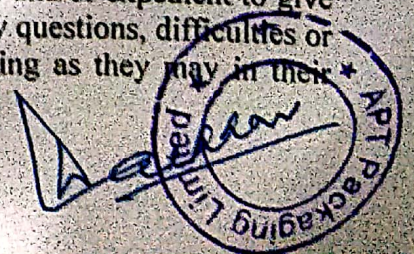
After due scrutiny of all the Postal Ballot Forms received and E-voting exercised by Members at the designated website of LIPL (INSTA) i.e. [www.instavote.linkintime.co.in](http://www.instavote.linkintime.co.in). up to 17:00 hours on Tuesday, 31<sup>st</sup> March, 2020, (extended to 31<sup>st</sup> July, 2020 due impact of pandemic COVID-19) being the last date fixed for receipt of the Postal Ballot Forms and 31<sup>st</sup> March, 2020 being the last date for E-voting by the Members, Mr. Girish Bhandare (Membership No. FCS 9345) of M/s Girish Bhandare & Associates, Practicing Company Secretaries, Scrutinizer, had submitted his report on Monday, 3<sup>rd</sup> August, 2020. The summary of results of Postal Ballot and E-voting as per the said Scrutinizer Report is as under:

#### **SPECIAL BUSINESS:-**

1. To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

**“RESOLVED THAT**, pursuant to the provisions of Section 180(1)(a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the listing agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sale, dispose off and transfer its packaging tube processing Unit situated at Khasra No. 529, 5<sup>th</sup> KM Stone, Akbarpur (Urd), Laksar, Haridwar Road, Laksar, Dist. Haridwar (Uttarakhand), Pin-247663 (“Undertaking”), together with all specified tangible assets, including land, personnel, employees, plant and machinery and other assets in relation to the Undertaking but excluding its brand name, as a going concern / on a slump sale basis on an “as is where is” basis or in any other manner as the Board may deem fit in the interest of the Company, to any interested parties on such terms and conditions as may be deemed fit by the Board.

**RESOLVED FURTHER THAT**, Shri Arvind Machhar, Managing Director of the Company be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as they may in their absolute discretion deem fit.



The image shows a handwritten signature in blue ink over a circular blue stamp. The stamp contains the text "APT Packaging Limited" around the perimeter and "Haridwar" in the center. The signature appears to be "Arvind Machhar".

**RESOLVED FURTHER THAT**, Shri Arvind Machhar, Managing Director of the Company be and is hereby authorized to delegate all the powers herein conferred of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/ documents, arranging delivery and execution of contracts, deeds, agreements and instruments.

**2. To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:**

**“RESOLVED THAT**, pursuant to the provisions of Section 180(1)(a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the listing agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sale, dispose off and transfer its packaging processing tube Unit situated at Gut No. 72, village Pharola, Post Beedkin, Dist Aurangabad – 431005 (“Undertaking”), together with all specified tangible and intangible assets, including land, personnel / employees, plant and machinery and other assets in relation to the Undertaking but excluding its brand name, as a going concern / on a slump sale basis on an “as is where is” basis or in any other manner as the Board may deem fit in the interest of the Company, to any interested parties on such terms and conditions as may be deemed fit by the Board.

**RESOLVED FURTHER THAT**, Shri Arvind Machhar, Managing Director of the Company be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as they may in their absolute discretion deem fit.

**RESOLVED FURTHER THAT**, Shri Arvind Machhar, Managing Director of the Company be and is hereby authorized to delegate all the powers herein conferred of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/ documents, arranging delivery and execution of contracts, deeds, agreements and instruments.

**3. To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:**

**“RESOLVED THAT**, pursuant to the provisions of Section 12, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rule 30 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s), or re-enactment(s) thereof for the time being in force) the consent of the members be and is hereby granted for shifting of the Registered Office of the Company from Gut No. 72, village Pharola, Dist Aurangabad, Maharashtra State of India – 431005 to Gut No. 76, village Pangra, Paithan Road, Tq. Paithan, Dist Aurangabad, Maharashtra state of India -431106.

**RESOLVED FURTHER THAT,** Shri Arvind Machhar, Managing Director of the Company be and is hereby authorized to file necessary forms to Registrar of Companies, Mumbai for the aforesaid shifting of registered office and to take such steps and to do all such acts, deeds, matters and things as may be required, necessary, proper or expedient, to give effect to this Resolution.

**RESOLVED FURTHER THAT,** Shri Arvind Machhar, Managing Director of the Company be and is hereby authorized to delegate all or any of the aforesaid powers/authorities to any committee of Directors, to Director(s), officers, legal counsel, advisors or consultants of the Company.”

Special Resolutions	Number of Valid Votes Cast						Number of invalid votes cast	
	FOR			AGAINST			Number of members whose votes were declared invalid	Number of invalid votes cast (Shares)
Number of members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of number of valid votes cast	Number of members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of number of valid votes cast			
1. to sale, dispose off and transfer its packaging tube processing Unit situated Dist. Haridwar (Uttarakhand), Pin-247663	3797438	3797438	100	0	0	0	0	0
2. to sale, dispose off and transfer its packaging tube processing tube Unit situated at Dist Aurangabad - 431005	3797438	3797438	100	0	0	0	0	0
3. For shifting of Registered office of the company	3797438	3797438	100	0	0	0	0	0

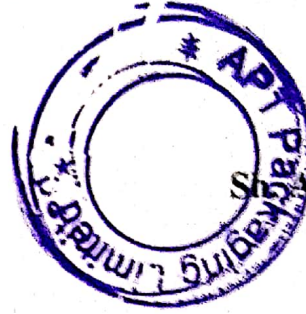
Arvind Machhar  
 Director  
 Packaging Tube Processing Unit



Accordingly, all the Special Resolutions, as set out in the Postal Ballot Notice dated 18<sup>th</sup> January, 2020, were duly approved through Postal Ballot by the Members of the Company with the requisite majority on 31<sup>st</sup> March, 2020, being the last date of voting.

The voting result along with the Scrutinizer's Report were displayed on the Company's Notice Board as also on the website of the R&T agent Insta Vote Website. The results were also communicated to BSE Limited where the shares of the Company are listed.

Place :- Aurangabad



*Arvind Machhar*

CHAIRMAN  
Arvind Machhar