

Scrutinizer's Report

{Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22(9) of the Companies (Management and Administration) Rules 2014 and Clause 35B of the Listing Agreement}

Mr P S Deodhar
Chairman
Aplab Limited
A-5 Aplab House
Wagle Industrial Estate
Thane 400 604

Sir:

I, Rama Subramanian, Company Secretary in Practice have been appointed as the Scrutinizer by the Board of Aplab Limited at its meeting held on August 7, 2014 for scrutinizing the postal ballot process for passing the following resolution as a Special Resolution:

Sale, Lease or otherwise dispose off the assets of the company

To consider and if thought fit, to accord assent/dissent to the following resolution as a Special Resolution:

“Resolved that pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Meetings of Board and its Powers) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to sell, lease or otherwise dispose off all or any of the movable and immovable assets both present and future, of the whole or substantially the whole of the undertaking(s) of the Company and to create charge/mortgage/hypothecation on all or any of the movable and immovable assets, both present and future of the whole or substantially the whole of the undertaking(s) of the Company ranking pari-passu with or second or subservient or subordinate to the mortgage charge/hypothecation already created or to be created in future by the Company for securing any loans and/or advances and/or guarantees and/or any financial assistance obtained or may be obtained from financial institutions, banks or any other persons or institutions providing finance on such terms and conditions and at such times and in such form and manner as the Board of Directors may deem fit as being in the best interest of the Company.

Resolved further that the Board of Directors of the Company be and is hereby authorized to do all such acts and deeds as may be required to give effect to the above resolution from time to time.”



The company has extended the facility of e-voting to the shareholders as an additional option to exercise their right to vote through Central Depository Services (India) Limited (CDSL) on their website www.evotingindia.com.

The votes cast by the shareholders through the e-voting facility were scrutinized by me using the Scrutinizer's login on the CDSL e-voting portal.

The envelopes containing postal ballot forms were kept in my custody before commencing the scrutiny of such postal ballot forms.

All postal ballot forms received and e-votes cast upto 5.00 p.m. on October 10, 2014, the last date and time fixed by the company for receipt of votes, were considered for my scrutiny.

Envelopes containing the postal ballot forms received thereafter were not considered.

The postal ballot forms were duly opened in my presence and the shareholdings were matched/ compared with the Register of Members/list of beneficiaries of the Company as on September 7, 2014.

I did not find any defaced or mutilated ballot paper and no ballot paper was treated as invalid.

Particulars of the postal ballot papers received from the members and the votes cast electronically have been entered in a register.

With reference to the above, I wish to submit my report as under:

1. The company completed the dispatch of postal ballot forms along with the Notice dated August 7, 2014 containing the text of the resolution and explanatory statement and prepaid self addressed envelope for reply to the members of the company on September 10, 2014 by speed post.
2. The company has sent the postal ballot form and Notice by email to those shareholders whose e-mail address is registered with the company/DP.
3. The said Notice was sent to all the members whose names were appearing in the Register of Members or list of beneficiaries supplied by the Depositories as on September 5, 2014.
4. Out of the total postal ballots despatched physically, the company received back 172 envelopes undelivered for various reasons and the same have been kept unopened.
5. Out of the total postal ballots sent by email, the company has received delivery failure notification in respect of 37 email addresses.
6. 19 postal ballots in physical form and e-votes received from 14 shareholders were scrutinized by me for the purpose of ascertaining the assent and dissent of the shareholders.



7. The result of the scrutiny is as under:

Sr No	Particulars	Number
1	Number of postal ballot forms despatched in physical form	2737
2	Number of postal ballot forms sent to members by email	1562
3	Number of postal ballot forms returned undelivered	172
4	Number of delivery failure notifications received in respect of postal ballot forms sent by email	37
4	Number of postal ballot forms received from members in physical form	19
5	Number of shareholders who participated in e-voting	14

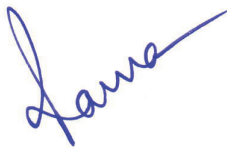
8. Out of the postal ballots received, number of votes cast in favour of the Special Resolution in the said Notice or against it, as the case may be, are as under:

Number of members participating in the postal ballot process	Total number of shares held by the participating shareholders	Number of votes in favour of the resolution	Number of votes against the resolution
33	16,84,597	16,84,140	457
		in favour of the resolution	against the resolution
% of total number of votes cast		99.97%	0.03%

9. In view of the above scrutiny, I hereby certify that the Special Resolution can be taken as passed with requisite majority.

10. Today I have handed over the postal ballot forms that were scrutinised and the postal ballot register containing details of the shareholders who participated in the postal ballot process to Mr Rajesh Deherkar, Company Secretary for safe custody.

11. You may accordingly declare the result of Postal Ballot.



Rama Subramanian
Company Secretary in Practice
Scrutinizer



Place: Thane
Date : October 14, 2014