

COMBINED SCRUTINIZER REPORT FOR E VOTING AND POLL OF APIS INDIA LIMITED

To,

The Chairman

32nd Annual General Meeting of APIS India Limited

Sub: Passing of Resolution through Electronic and Poll conducted at the 32nd AGM of APIS India Limited held on 26th September, 2014

The Board of the Company at its meeting held on September 03, 2014 had appointed me as Scrutinizer for the e-voting held between 22nd September, 2014 to 23rd September, 2014 and the Chairman of the 32nd Annual General Meeting (AGM) has appointed me as Scrutinizer for the Poll held at the 32nd AGM of the Company on the September 26, 2014.

The Company appointed National Securities Depository Limited (NSDL) as the Service Provider for extending the facility of electronic voting to the shareholders of the Company from 22nd September, 2014 to 23rd September, 2014. For further details kindly refer my Scrutinizer's report dated 25th September, 2014 attached herewith.

At the 32nd AGM of the Company held on 26th September, 2014, the Chairman of the Company had suo motto called for a poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Chairman of the AGM had appointed me as Scrutinizer for the same. For further details kindly refer to my Scrutinizer report in **Form MGT 13** dated **26th September, 2014**.

The result of the e-voting together with that of the Poll is as under:

Number of members who cast their Votes through e -voting	Total Number of Shares held by them	Total number of Valid votes (as per details provided under each one of the Resolution (s) mentioned hereunder
16	4783150	Various as mentioned under each of the Resolution



(i) Voted in favour of the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	104058	100%

** There are shareholders, who have multiple folios or demat accounts.

(ii) Voted against the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in persons or by proxy) whose votes are declared invalid	Total number of votes cast by them
NIL	NIL

Item No. 2 Resolution No.

To appoint a Director in place of Mrs. Sunita Chaddha, who retires by rotation and being eligible, offers herself for re-appointment.

(i) Voted in favour of the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	104058	100%

** There are shareholders, who have multiple folios or demat accounts.

(ii) Voted against the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
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(in persons or by proxy)		
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in persons or by proxy) whose votes are declared invalid	Total number of votes cast by them
NIL	NIL

Item No. 3 Resolution No.

To appoint a Director in place of Mr. Karan Ahooja,, who retires by rotation and being eligible, offers herself for re -appointment.

(i) Voted in favour of the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	104058	100%

** There are shareholders, who have multiple folios or demat accounts.

(ii) Voted against the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in persons or by proxy) whose votes are declared invalid	Total number of votes cast by them
NIL	NIL

Item No. 4 Resolution No.

To appoint Auditors and to fix their remuneration:



"RESOLVED THAT pursuant to the provision of Section 224 and other applicable provisions, if any, of the Companies Act, 1956, M/s Sudhir Agarwal & Associates, Chartered Accountants (Firm Registration No. – 509930C), New Delhi, be and is hereby re-appointed as the Statuary Auditor of the Company for the financial year 2014 – 2015 to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, on such remuneration as shall be fixed by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take the necessary action for re-appointment of Statutory Auditor and to take any other relevant action in this regard."

(i) Voted in favour of the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	104058	100%

** There are shareholders, who have multiple folios or demat accounts.

(ii) Voted against the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in persons or by proxy) whose votes are declared invalid	Total number of votes cast by them
NIL	NIL

Item No. 5 Resolution No.

To Confirm and declare dividend on the 4% Preference Shares of the Company

"RESOLVED THAT pursuant to Section 205 and other relevant provisions of the Companies Act, 1956 the recommendation of Board of Directors for the payment of dividend for the year ended March 31, 2014 at the rate of 4% on 3,50,000 Non – Convertible, Non – cumulative, Redeemable Preference Shares of Rs. 4/- each, whose name appeared on the Register of



Preference Shareholders of the Company at the close of working hours of the Company on Wednesday, September 24, 2014.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take the necessary action for deposition of the amount of dividend in a separate bank account and for payment of dividend and to take any other relevant action in this regard."

(i) Voted in favour of the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	104058	100%

** There are shareholders, who have multiple folios or demat accounts.

(ii) Voted against the resolution:

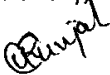
Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in persons or by proxy) whose votes are declared invalid	Total number of votes cast by them
NIL	NIL

5. A Compact Disk (CD) containing a list of equity shareholders who voted "FOR" "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking You,
Yours faithfully,



Umesh Kumar
Place: New Delhi

Dated: 26th September, 2014



SCRUTINEERS REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xi) of the Companies
(Management and Administration) Rules, 2014]

To,

The Chairman of the Annual General Meeting of the members of **APIS India Limited** held on **Friday, 26th September, 2014** at 18/32, East Patel Nagar, New Delhi – 110 008 at 11.00 a.m.

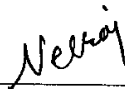
Dear Sir,

I, Umesh Kumar, Practicing Company Secretary, have been appointed by the Board of Directors of **APIS India Limited** ("the Company") as the Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolution contained in the notice of the Annual General Meeting (AGM) of the members of the Company, to be held on **Friday, 26th September, 2014** at 18/32, East Patel Nagar, New Delhi – 110 008 at 11.00 a.m.

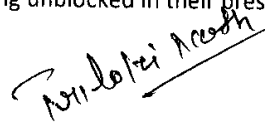
The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolution contained in the notice of the AGM of the members of the Company. My responsibility as a Scrutinizer for the e-voting is restricted to make a Scrutinizer's Report on the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting systems provided by central Depository Services (India) Limited, the authorized agency to provide e-voting facilities, engaged by the Company.

Further to the above, I submit my report as under:

- i. The e-voting period remained open from Monday, 22nd September, 2014 to Tuesday, 23rd September, 2014.
- ii. The members of the Company as on the "cut off" date i.e 12th September, 2014 were entitled to vote on the resolution as set out in the notice of the AGM.
- iii. The votes cast were unblocked on 24th September, 2014 in the presence of 2 witnesses, Mrs. Neeraj Bala and Mr. Triloki Nath, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Neeraj Bala



Name: Triloki Nath



- iv. Thereafter, the details containing inter alia, list of equity shareholders, who voted "for" "against" the resolution that was put to vote, were generated from e-voting website of National Securities Depository Limited ("NSDL") i.e. www.evoting.nsdl.com and based on such reports generated, the result of the e-voting is as under:

Item No. 1 Resolution No.

To receive, consider and adopt the Audited balance Sheet as at 31st March 2014 and the Statement of Profit & Loss for the year ended as on that date together with the Report of the Board of Directors' Report & Auditors thereon

- (i) Voted in favour of the resolution:

Number of members who Voted through E-Voting System	Number of e votes cast by them	% of total number of valid votes cast
16	4783150	100%

** There are shareholders, who have multiple folios or demat accounts.

- (ii) Voted against the resolution:

Number of members who Voted through E-Voting System	Number of e votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

- (iii) Invalid votes:

Total number of members (in persons or by proxy) whose e votes are declared invalid	Total number of e votes cast by them
NIL	NIL

Item No. 2 Resolution No.

To appoint a Director in place of Mrs. Sunita Chaddha, who retires by rotation and being eligible, offers herself for re -appointment.

- (i) Voted in favour of the resolution:

Number of members who	Number of e votes cast by	% of total number of valid
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Voted through E-Voting System	them	votes cast
15	4762000	99.56

** There are shareholders, who have multiple folios or demat accounts.

(ii) Voted against the resolution:

Number of members who Voted through E-Voting System	Number of e votes cast by them	% of total number of valid votes cast
1	21150	0.44

(iii) Invalid votes:

Total number of members (in persons or by proxy) whose e votes are declared invalid	Total number of e votes cast by them
NIL	NIL

Item No. 3 Resolution No.

To appoint a Director in place of Mr. Karan Ahooja,, who retires by rotation and being eligible, offers herself for re -appointment.

(i) Voted in favour of the resolution:

Number of members who Voted through E-Voting System	Number of e votes cast by them	% of total number of valid votes cast
15	4762000	99.56

** There are shareholders, who have multiple folios or demat accounts.

(ii) Voted against the resolution:

Number of members who Voted through E-Voting System	Number of e votes cast by them	% of total number of valid votes cast
1	21150	0.46

(iii) Invalid votes:



Total number of members (in persons or by proxy) whose e votes are declared invalid	Total number of e votes cast by them
NIL	NIL

Item No. 4 Resolution No.

To appoint Auditors and to fix their remuneration:

"RESOLVED THAT pursuant to the provision of Section 224 and other applicable provisions, if any, of the Companies Act, 1956, M/s Sudhir Agarwal & Associates, Chartered Accountants (Firm Registration No. – 509930C), New Delhi, be and is hereby re-appointed as the Statutory Auditor of the Company for the financial year 2014 – 2015 to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, on such remuneration as shall be fixed by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take the necessary action for re-appointment of Statutory Auditor and to take any other relevant action in this regard."

(i) Voted in favour of the resolution:

Number of members who Voted through E-Voting System	Number of e votes cast by them	% of total number of valid votes cast
16	4783150	100

** There are shareholders, who have multiple folios or demat accounts.

(ii) Voted against the resolution:

Number of members who Voted through E-Voting System	Number of e votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in persons or by proxy) whose e votes are declared invalid	Total number of e votes cast by them
NIL	NIL

Item No. 5 Resolution No.



To Confirm and declare dividend on the 4% Preference Shares of the Company

"RESOLVED THAT pursuant to Section 205 and other relevant provisions of the Companies Act, 1956 the recommendation of Board of Directors for the payment of dividend for the year ended March 31, 2014 at the rate of 4% on 3,50,000 Non – Convertible, Non – cumulative, Redeemable Preference Shares of Rs. 4/- each, whose name appeared on the Register of Preference Shareholders of the Company at the close of working hours of the Company on Wednesday, September 24, 2014.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take the necessary action for deposition of the amount of dividend in a separate bank account and for payment of dividend and to take any other relevant action in this regard."

(i) Voted in favour of the resolution:

Number of members who Voted through E-Voting System	Number of e votes cast by them	% of total number of valid votes cast
16	4783150	100

** There are shareholders, who have multiple folios or demat accounts.

(ii) Voted against the resolution:


Number of members who Voted through E-Voting System	Number of e votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in persons or by proxy) whose e votes are declared invalid	Total number of e votes cast by them
NIL	NIL

Thanking You,

Yours faithfully



Umesh Kumar
Practicing Company Secretary
Membership No. 21567
C.P No 8361
Place: New Delhi
Date: 25.09.2014

FORM No. MGT -13
Report of Scrutinizer(s)

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

To,

The Chairman
APIS India Limited

Annual General Meeting of the Equity Shareholders of **APIS India Limited** held on **Friday, 26th September, 2014** at 18/32, East Patel Nagar, New Delhi – 110 008 at 11.00 a.m.

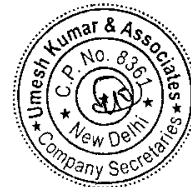
Dear Sir,

I, **Umesh Kumar, Practicing Company Secretary**, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution at the Annual General Meeting of the Equity Shareholders of **APIS India Limited**, held on **Friday, 26th September, 2014** at 18/32, East Patel Nagar, New Delhi – 110 008 at 11.00 a.m., submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling was 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 **APIS India Limited / M/s Skyline Financial Services Private Limited (RTA)** of the Company and the authorizations / proxies lodged with the Company.
3. I did not find any poll papers invalid.
4. The result of the poll is as under:

Item No. 1 Resolution No.

To receive, consider and adopt the Audited balance Sheet as at 31st March 2014 and the Statement of Profit & Loss for the year ended as on that date together with the Report of the Board of Directors' Report & Auditors thereon



Item No of Notice	Particulars of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
		Nos	%age	Nos	%age	Nos	%age
Item No. 1 of the Notice (As an Ordinary Resolution)	E-Voting	4783150	100	NIL	NIL	NIL	NIL
	Poll	104058	100	NIL	NIL	NIL	NIL
	Total	4887208	100	NIL	NIL	NIL	NIL
Item No. 2 of the Notice (As an Ordinary Resolution)	E-Voting	4762000	99.56	21150	0.44	NIL	NIL
	Poll	104058	100	NIL	NIL	NIL	NIL
	Total	4866058	99.57	21150	0.43	NIL	NIL
Item No. 3 of the Notice (As an Ordinary Resolution)	E-Voting	4762000	99.56	21150	0.44	NIL	NIL
	Poll	104058	100	NIL	NIL	NIL	NIL
	Total	4866058	99.57	21150	0.43	NIL	NIL
Item No. 4 of the Notice (As an Ordinary Resolution)	E-Voting	4783150	100	NIL	NIL	NIL	NIL
	Poll	104058	100	NIL	NIL	NIL	NIL
	Total	4887208	100	NIL	NIL	NIL	NIL
Item No. 5 of the Notice (As an Ordinary Resolution)	E-Voting	4783150	100	NIL	NIL	NIL	NIL
	Poll	104058	100	NIL	NIL	NIL	NIL
	Total	4887208	100	NIL	NIL	NIL	NIL



All the resolutions Stands passed under e-Voting and poll with the requisite majority

I hereby confirm that I am maintaining the Registers received electronically, in respect of the Votes cast through e-Voting and Poll by the Shareholders of the Company, I shall be arranging to hand over these records to you or such other person as authorized by you.

Thanking You,

Yours faithfully,

For Umesh Kumar & Associates

Umesh

Umesh Kumar

M.No 21567

C.P No 8361

Place: New Delhi

Date : 26.09.2014



Deepak Anand

Signed by the Mr. Deepak Anand

Chairman of the meeting

in respect of Item No. 1 to 5