

**Scrutinizer's Report**

*{Pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014}*

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

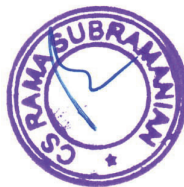
Dear Sir,

I, Rama Subramanian, Company Secretary in Practice, have been appointed as a Scrutinizer by the Board of Directors of Aplab Ltd at its meeting held on May 23, 2015 for the purpose of scrutinizing the e-voting process and examining the poll papers on the resolutions moved at the 50<sup>th</sup> Annual General Meeting of the members of the company held on August 13, 2015 at 12.30 p.m. at Woodland Retreat, L B S Marg, Near Mulund Check Naka, Thane 400604.

The management of the company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the rules relating to voting through electronic means and poll on the resolutions contained in the Notice of the 50<sup>th</sup> Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the voting process, both e-voting and poll is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated in the notice. For this report I have relied on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the authorized agency appointed by the company to provide e-voting facility and the records maintained by the Company's Registrar and Transfer agents.

I submit my report as under:

- a) The Company has provided remote e-voting facility through Central Depository Services (India) Limited (CDSL) on their website [www.evotingindia.com](http://www.evotingindia.com).
- b) The notice sent contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided under Rule 20 of Companies (Management and Administration) Rules, 2014.
- c) The e-voting commenced on August 10, 2015 (10.00 a.m.) and ended on August 12, 2015 (5.00 p.m.)



- d) At the AGM on August 13, 2015, the Chairman announced that Members present in the AGM who had not cast their votes by remote e-voting can exercise their voting rights by way of poll through the ballot papers that was distributed to them at the venue of the AGM.
- e) Thereafter, on completion of the physical voting at the AGM, the ballot box kept for the purpose was locked in my presence with due identification marks placed on them.
- f) Subsequently, the votes cast through remote e-voting were unlocked in the presence of two witnesses and the remote e-voting summary generated from the electronic voting system provided by CDSL.
- g) The locked ballot box was opened in my presence and the ballot papers scrutinized with due diligence. The ballot papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents (R&TA) of the Company and the authorizations/proxies lodged with the Company.
- h) 6 ballot papers aggregating to 86 shares were found to be invalid.
- i) A register containing details, as prescribed in the Rules, of the list of equity shareholders who voted "for" and "against" each resolution under e-voting and through physical ballot has been maintained.
- j) The cumulative result of the e-Voting process and the physical ballots is furnished in Annexure A.

You may accordingly declare the cumulative voting result of the Annual General Meeting.

All the relevant records of the voting carried out will remain in my custody until the Chairman considers, approves and signs the minutes of the 50<sup>th</sup> Annual General Meeting and thereafter, the same shall be handed over to the Company Secretary for safe keeping.

Yours faithfully



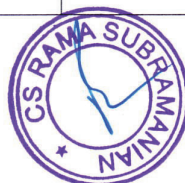
**Rama Subramanian**  
**Company Secretary in Practice**  
ACS 15923; COP 10964



Place: Thane  
Date : August 14, 2015

Annexure A

Particulars of resolution	Mode	In favour of the resolution			Against the resolution		
		No of mem-bers	No of shares/evotes	% shares/evotes	No of mem-bers	No of shares/evotes	% shares/evotes
<b>Item No 1: Adoption of audited annual accounts for the year ended 31<sup>st</sup> March 2015.</b>  Ordinary resolution for consideration and adoption of the audited annual accounts of the company for the year ended 31 <sup>st</sup> March 2015 along with the reports of the Directors and Auditors thereon.	Physical	44	1601316	100%	0	0	0
	E-voting	9	1720	100%	0	0	0
				----- 1603036	----- 100%		
<b>Item No 2: Re-appointment of director retiring by rotation.</b>  Ordinary resolution for re-appoint- ment of Mrs Amrita P Deodhar, a director retiring by rotation and who is eligible for re-election.	Physical	44	1601316	100%	0	0	0
	E-voting	4	1650	95.93%	5	70	4.07%
				----- 1602966	----- 99.999%		----- 70
<b>Item No 3: Appointment of auditors and fix their remuneration</b>  Ordinary resolution for appointment of M/s Shahade & Associates, Chartered Accountants as statutory auditors of the company pursuant to Section 139 of the Companies Act, 2013	Physical	43	1601315	100%	1	1	0
	E-voting	9	1720	100%	0	0	0
				----- 1603036	----- 100%		



Particulars of resolution	Mode	In favour of the resolution			Against the resolution		
		No of mem-bers	No of shares/evotes	% shares/evotes	No of mem-bers	No of shares/evotes	% shares/evotes
for the financial year 2015-2016 to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting of the company and to fix their remuneration							
<b>Item No 4: Appointment of Mr P S Deodhar as Whole Time Director</b>							
Special Resolution for appointment of Mr P S Deodhar as Whole Time Director designated as Chairman and Managing Director for a period of 3 years w.e.f. May 23, 2015	Physical	44	1601316	100%	0	0	0
	E-voting	4	1650	95.93%	5	70	4.07%
			----- 1602966	----- 99.999%		----- 70	----- 0.001%

