

# UMESH KUMAR & ASSOCIATES

COMPANY SECRETARIES

D-168, Ground Floor, Rishi Nagar  
Rani Bagh, Near Furniture Market  
New Delhi-110 034  
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E-mail : csumesh07@gmail.com  
Service Tax Code : APOPM1480PSD001

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

To,

The Chairman

34th Annual General Meeting of APIS India Limited

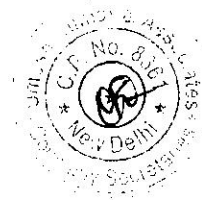
Sub: Passing of Resolution through Electronic and Poll conducted at the 34th AGM of APIS India Limited held on 28<sup>th</sup> September, 2016

The Board of the Company at its meeting held on September 06, 2016 had appointed me as Scrutinizer for the e-voting held between 26th September, 2016 to 27th September, 2016 and the Chairman of the 34th Annual General Meeting (AGM) has appointed me as Scrutinizer for the Poll held at the 34th AGM of the Company on the September 28, 2016.

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 26th September, 2016 to 27th September, 2016. The e voting was unblocked by me on 28<sup>th</sup> September, 2016 in the presence of two witnesses. For further details kindly refer my Scrutinizer's report dated 29<sup>th</sup> September, 2016 attached herewith.

At the 34th AGM of the Company held on 28<sup>th</sup> September, 2016, 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 29<sup>th</sup> September, 2016.**

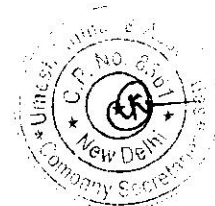
The result of the e-voting together with that of the Poll is as under:



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
11	1422199	Various as mentioned under each of the Resolution

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	1422199	100	NIL	NIL	NIL	NIL
	Poll	4002219	100	NIL	NIL	NIL	NIL
	Total	5424418	100	NIL	NIL	NIL	NIL
Item No. 2 of the Notice (As an Ordinary Resolution)	E-Voting	1422199	100	NIL	NIL	NIL	NIL
	Poll	4002219	100	NIL	NIL	NIL	NIL
	Total	5424418	100	NIL	NIL	NIL	NIL
Item No. 3 of the Notice (As an Ordinary Resolution)	E-Voting	1422199	100	NIL	NIL	NIL	NIL
	Poll	4002219	100	NIL	NIL	NIL	NIL
	Total	5424418	100	NIL	NIL	NIL	NIL
Item No. 4 of the Notice (As an Ordinary Resolution)	E-Voting	1422199	100	NIL	NIL	NIL	NIL
	Poll	4002219	100	NIL	NIL	NIL	NIL
	Total	5424418	100	NIL	NIL	NIL	NIL
Item No. 5 of the Notice (As an Ordinary Resolution)	E-Voting	1422199	100	NIL	NIL	NIL	NIL
	Poll	4002219	100	NIL	NIL	NIL	NIL
	Total	5424418	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



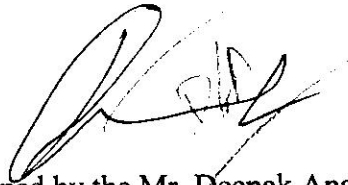
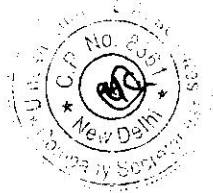
Umesh Kumar

M.No 21567

C.P No 8361

Place: New Delhi

Date: 29.09.2016



Signed by the Mr. Deepak Anand

Chairman of the meeting

in respect of Item No. 1 to 5

**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  
**Wednesday, 28<sup>th</sup> September, 2016 at 18/32, East Patel Nagar, New Delhi – 110 008 at 11.00  
a.m.**

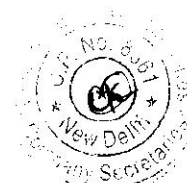
Dear Sir,

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 **Wednesday, 28<sup>th</sup> September, 2016 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 Ordinary Resolution No.1**

To receive, consider, and adopt the Audited balance Sheet as at 31st March 2016 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 present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	4002219	100%

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

(ii) 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 Ordinary Resolution No.2

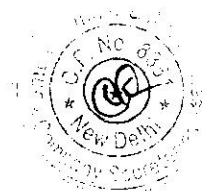
To appoint a Director in place of Mrs. Sunita Chaddha (DIN-3398434), who retires by rotation and being eligible, offers herself for re - appointment.

(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
12	4002219	100%

(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. 3 Ordinary Resolution No.3**

To appoint a Director in place of Mr. Karan Ahuja (DIN-02688727), who retires by rotation and being eligible, offers himself 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
12	4002219	100%

(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 Ordinary Resolution No.4**

To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit to pass with or without modifications(s), the following resolution as an **ORDINARY RESOLUTION:**



**“RESOLVED THAT** pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Audit and Auditors) Rules, 2014 (“Rules”) (including any statutory modification or reenactment thereof, for the time being in force), the Company hereby ratifies the appointment of M/s Sudhir Agarwal & Associates, Chartered Accountants, (Firm Registration No.509930C), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company to be held in the year 2017.”

**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
12	4002219	100%

(ii) Voted against the resolution:

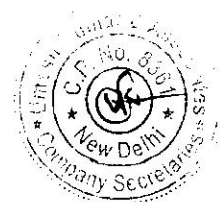
Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(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 Ordinary Resolution No.5

To declare dividend on the 4% Preference Shares of the Company and in this regard to consider and if thought fit to pass with or without modifications(s), the following resolution as an **ORDINARY RESOLUTION**:



**“RESOLVED THAT** pursuant to relevant provisions of the Companies Act, 2013 the recommendation of Board of Directors for the payment of dividend for the year ended March 31, 2016 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 20, 2016.

**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:

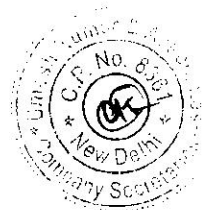
Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	4002219	100%

(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. 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*

Umesh Kumar  
C.P No 8361

Place: New Delhi

Dated: 29<sup>th</sup> September, 2016

*D/A*  
*[Signature]*

**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  
**Wednesday, 28<sup>th</sup> September, 2016 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, 2015(Rules) on the resolution contained in the notice  
of the Annual General Meeting (AGM) of the members of the Company, to be held on  
**Wednesday, 28<sup>th</sup> September, 2016 at 18/32, East Patel Nagar, New Delhi – 110 008 at 11.00  
a.m.**

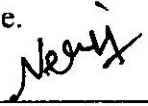
The management of the Company is responsible to ensure the compliance with the requirements  
of the Companies Act, 2013 and Rules relating to voting through electronic means on the  
resolution contained in the notice of the AGM of the members of the Company. My  
responsibility as a Scrutinizer for 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:

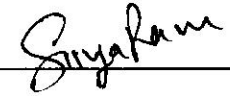
- i. The e-voting period remained open from Monday, 26th September, 2016 to Tuesday,  
27th September, 2016.
- ii. The members of the Company as on the “cut off” date i.e 20<sup>th</sup> September, 2016 were  
entitled to vote on the resolution as set out in the notice of the AGM.
- iii. The votes cast were unblocked on 28<sup>th</sup> September, 2016 in the presence of 2 witnesses,  
Mrs. Neeraj Bala and Mr. Siyaram Sharma, 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: Siyaram Sharma

- 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](http://www.evoting.nsdl.com) and based on such reports generated, the result of the e-voting is as under:

### Item No. 1 Ordinary Resolution No.1

To receive, consider, and adopt the Audited balance Sheet as at 31st March 2016 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
11	1422199	100%

- (ii) Voted against the resolution:

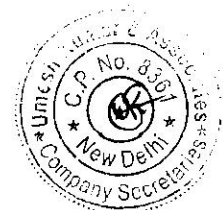
Number of members who Voted through E-Voting System	Number of e votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

- (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 Ordinary Resolution No.2

To appoint a Director in place of Mrs. Sunita Chaddha (DIN-3398434), 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
11	1422199	100%

(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. 3 Ordinary Resolution No.3**

To appoint a Director in place of Mr. Karan Ahuja (DIN-02688727), who retires by rotation and being eligible, offers himself 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
11	1422199	100.00%

(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. 4 Ordinary Resolution No.4**

To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit to pass with or without modifications(s), the following resolution as an **ORDINARY RESOLUTION:**

**“RESOLVED THAT** pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Audit and Auditors) Rules, 2014 (“Rules”) (including any statutory modification or reenactment thereof, for the time being in force), the Company hereby ratifies the appointment of M/s Sudhir Agarwal & Associates, Chartered Accountants, (Firm Registration No.509930C), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company to be held in the year 2017.”

**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.”

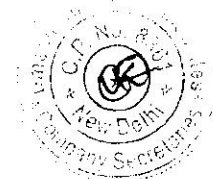
(i) Voted in favour of the resolution:

Number of members who Voted through E-Voting System	Number of e votes cast by them	% of total number of valid votes cast
11	1422199	100%

(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 Ordinary Resolution No.5**

To declare dividend on the 4% Preference Shares of the Company and in this regard to consider and if thought fit to pass with or without modifications(s), the following resolution as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** pursuant to relevant provisions of the Companies Act, 2013 the recommendation of Board of Directors for the payment of dividend for the year ended March 31, 2016 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 20, 2016.

**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:

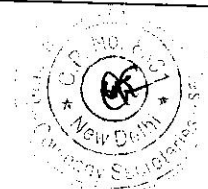
Number of members who Voted through E-Voting System	Number of e votes cast by them	% of total number of valid votes cast
11	1422199	100%

(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:

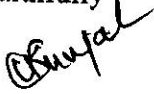
Total number of members (in persons or by proxy ) whose e votes are declared invalid	Total number of e votes cast by them
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NIL	NIL
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Thanking You,

Yours faithfully



Umesh Kumar  
Practicing Company Secretary  
Membership No. 21567  
C.P No 8361

Place: New Delhi  
Date: 29.09.2016

