



Date: 21st November 2017

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai – 400 001 Scrip Code: 523694	National Stock Exchange of India Limited Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 Scrip Code: APCOTEXIND
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Dear Sir,

Sub: Disclosure of:

- i. **Combined Voting Results of the Business transacted at the National Company Law Tribunal convened Meeting of the equity shareholders of Apcotex Industries Limited (“Company”) held on Monday, 20th November, 2017; and**
- ii. **Voting Result, pursuant to Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017 (“SEBI Circular”)**

Ref: Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to the Order dated 22nd September, 2017 passed by the National Company Law Tribunal, Mumbai Bench (“Tribunal”), a meeting of equity shareholders of the Company was held on Monday, 20th November, 2017 at 11:30 A.M. at Plot no. 3/1, MIDC Industrial Area, Talaja - 410 208, Dist. Raigad, Maharashtra.

Further, pursuant to the provisions of Section 230 to 232 read with Sections 108 and 110 of the Companies Act, 2013, Rule 6(3)(xi) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, Rule 22 read with Rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014, Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circular No. CFD/DIL3/CIR/2017/21 dated 10th day of March, 2017, issued by the Securities and Exchange Board of India, the Applicant Company has provided the facility of voting by equity shareholders of the Applicant Company to the Scheme through e-voting or postal ballot or voting conducted through poll at the venue of the meeting which was held on 20th November 2017

Accordingly, voting by equity shareholders of the Company for approval of the Scheme has been carried out through (i) e-voting (ii) postal ballot and (iii) physical voting at the venue of the meeting, which was held on 20th November, 2017.



apcotex industries limited

REGD. OFFICE & TALOJA PLANT : Plot No. 3/1, MIDC Industrial Area, Talaja-410 208, Dist-Raigad, Maharashtra, India. Tel:+91-22-27403500 Fax:+91-22-27412052

CORPORATE OFFICE : NKM International House, 178, Backbay Recl., B. M. Chinai Marg, Mumbai-400 020, Maharashtra, India. Tel:+91-22-22838302/04.

CIN NO. L99999MH1986PLC039199

Website:www.apcotex.com



Further, in terms of the SEBI Circular, the Scheme is also required to be approved by the Public Shareholders of the Company and accordingly, voting by Public Shareholders of the Company has been carried out through postal ballot, e-voting and voting conducted through poll at the venue of the meeting.

As per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the following disclosures:

- a. In terms of the Companies Act, 2013 and NCLT Order – voting results of the business transacted through (i) e-voting (ii) postal ballot and (iii) physical voting at the venue of the meeting along with the Scrutinizer's Report is attached as **Annexure A**
- b. In terms of the SEBI Circular – voting results of the Public Shareholders, along with a separate Scrutinizer's Report is attached **Annexure B**.

The proposed resolution approving the Scheme was passed with requisite majority by Equity Shareholders of the Company (including Public Shareholders), as required by NCLT Order and the SEBI Circular.

The above reports are also being uploaded on the Company's website.

Kindly take the aforesaid on records and acknowledge receipt of the same.

Thanking you,

Yours faithfully,

For **Apcotex Industries Limited**

Anand Kumashi
Company Secretary



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CIN NO. L99999MH1986PLC039199

Website:www.apcotex.com

Apcotex Industries Limited

Date of Equity Shareholders Meeting on directions of National Company Law Tribunal	20th November 2017	
Total No. of shareholders as on record date	21903	
No. of shareholders present in the meeting either in person or through Proxy		
Promoter and Promoter Group	a. In Person:	1
	b. Through Authorised Representative:	11
	c. Through Proxy:	0
Public	a. In Person:	24
	b. Through Authorised Representative:	0
	c. Through Proxy:	0
	Total	36
No. of Shareholders attended the meeting through video Conferencing	No such facility was arranged	
Promoter and Promoter Group		
Public		



ApcoTex Industries Limited

Resolution Required : (Special)		1 - To approve the Scheme of Amalgamation between Saldhar Investments And Trading Company Private limited and ApcoTex Industries Limited and their respective shareholders						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		11621130	96.7588	11621130	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	12010408	0	0.0000	0	0	0.0000	0.0000
	Total		11621130	96.7588	11621130	0	100.0000	0.0000
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	76604	0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting		1978436	22.8695	1978033	403	99.9796	0.0204
	Poll		25	0.0003	25	0	100.0000	0.0000
	Postal Ballot	8650972	23373	0.2702	23373	0	100.0000	0.0000
Total		20737984	2001834	23.1400	2001431	403	99.9799	0.0201
Total			13622964	65.6909	13622561	403	99.9970	0.0030



MAHESH HURGAT

COMPANY SECRETARY

5, ARYAVRAT, OPP. AGRAWAL HALL, MANPADA ROAD, DOMBIVLI (E), PIN-421201.
TEL. :- 0251 2455029, (M) 98 6943 6944, E Mail :- mkhurgat@gmail.com

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Date: 21-11-2017

COMBINED SCRUTINIZER'S REPORT

To,
Mr. Abhiraj Atul Choksey
Chairman appointed by the National Company Law Tribunal, Bench at Mumbai for the Meeting of the Equity Shareholders of Apcotex Industries Limited pursuant to Company Application No. 883 of 2017.

Dear Sir,

I, Mahesh Hurgat, Practicing Company Secretary (ACS 7139) have been appointed by the Hon'ble National Company Law Tribunal, Bench at Mumbai (NCLT), by its Order dated 22nd September 2017, as "the Scrutinizer" for the purpose of conducting the voting done through the postal ballot and e-voting and the voting conducted through poll at the venue of the meeting of the Equity Shareholders (including public shareholders) of Apcotex Industries Limited held at Plot No. 3/1, MIDC Industrial Area, Taloja – 410208, Maharashtra on Monday, 20th November 2017 at 11.30 a.m., pursuant to provisions of the Companies Act, 2013 read with applicable rules made thereunder and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the resolution seeking approval of the Equity Shareholders to the Scheme of Arrangement between Apcotex Industries Limited and Saldhar Investments and Trading Company Private Limited and their respective shareholders ("the Scheme"), in terms of the Notice dated 9th October 2017, convening the said meeting.

I do hereby submit my report as under:

- i. The Company had appointed Central Depository Services (India) Limited ("**CDSL**") as the Agency for providing the e-voting platform to the equity shareholders of the Company.
- ii. The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting done through the postal ballot and e-voting and the voting conducted through poll at the venue of the meeting on the resolution contained in Notice of the meeting.
- iii. The **Cut-off date** was **Friday, 13th October 2017** for the purpose of deciding the Equity Shareholders entitled to vote through postal ballot and e-voting and voting conducted through poll at the venue of the meeting by the equity shareholders on the resolution seeking their approval.
- iv. The voting through postal ballot and e-voting had commenced at **9:00 a.m.** on **Saturday, 21st October 2017** and has closed at **5:00 p.m.** on **Sunday, 19th November 2017**.

MAHESH HURGAT

COMPANY SECRETARY

5, ARYAVRAT, OPP. AGRAWAL HALL, MANPADA ROAD, DOMBIVLI (E), PIN-421201.
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- v. Our responsibility as a Scrutinizer for the voting process (conducted through postal ballot, e- voting and voting conducted through poll at the venue of the meeting) is restricted to scrutinize the postal ballot papers, e-voting process and voting conducted through poll at the venue of the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in **Favour or Against** the resolution stated in the Notice, based on postal ballots, the reports generated from the e-voting system and voting conducted through poll at the venue of the meeting.
- vi. The Company has, on the basis of the Register of Members and the list of beneficiary owners made available by the Depositories, completed the dispatch of the Notice of the Meeting along with the relevant annexures referred thereto, postal ballot form, proxy form, attendance slip, etc. to the Equity Shareholders of the Company (holding the equity shares as of the cut-off date, i.e. 13th October 2017) by Monday, 16th October 2017 and has also published an advertisement in this regard, in English language in The Business Standard and translation thereof in Marathi language in Navshakti, Mumbai edition on Wednesday, 18th October 2017.
- vii. The e-voting module was disabled and blocked by CDSL for voting on 19th November 2017 at 5.00 p.m.
- viii. The Equity shareholders were required to send the completed and signed postal ballot forms which reached me on or before 5.00 p.m. on 19th November 2017. I have not accepted any postal ballot form after 5.00 p.m. on 19th November 2017.
- ix. On Monday, 20th November 2017, at the venue of the NCLT convened meeting, at the end of discussion, the Chairman of the Meeting directed for conducting the voting through poll for the Equity Shareholders who were present at the venue of the meeting but who had not cast their votes earlier through the postal ballots or the e-voting module of CDSL.
- x. On completion of the voting at the NCLT convened Meeting, Company provided to me the list of the shareholders who were present at the meeting either in person or through proxies and who had cast their votes, their holding details and the details of the votes cast on the Resolution.
- xi. I first counted the votes cast at the venue of the meeting. The votes casted through Pooling paper/Ballot paper were reconciled with the records maintained by the Company and CDSL and the authorisations/proxies lodged with the Company.
- xii. I then counted the votes casted through the postal ballots and through the e-voting module of CDSL in the presence of two witnesses, viz., Mr. Prathamesh Mahajan and Mr. Yamannappa Maygeri, who are not in employment of the Company.
- xiii. The Postal ballot forms, e-voting and voting through Pooling paper/Ballot paper at the venue of the meeting done, which were incomplete and/or which were otherwise found to be defective have been treated as invalid.

MAHESH HURGAT COMPANY SECRETARY

5, ARYAVRAT, OPP. AGRAWAL HALL, MANPADA ROAD, DOMBIVLI (E), PIN-421201.
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xiv. The consolidated result of the voting seeking approval of the equity shareholders of the Company to the Scheme is as under:

Resolution

Approval of the Scheme of Amalgamation between Apcotex Industries Limited and Saldhar Investments and Trading Company Private Limited and their respective shareholders

Consolidated Report on result of voting through Postal Ballots, E-voting and the Voting conducted through poll at the venue of the meeting of Equity Shareholders.

(a) Total number of valid votes cast

Manner of voting	Total Number of members (in person or by proxy)	No. of votes cast by members
Postal Ballot	43	23,373
E-voting	144	1,35,99,566
Voting conducted through poll at the venue of the meeting	3	25
Total	190	1,36,22,964

(b) Votes in favor of the Resolution:

Manner of voting	Number of members voted (in person or by proxy)	No. of votes cast by members	% of total number of valid votes cast
Postal Ballot	43	23,373	0.17
E-voting	139	1,35,99,163	99.82
Voting conducted through poll at the venue of the meeting	3	25	Fractional
Total No. of Votes casted in favour	185	1,36,22,561	99.99
Total No. of Votes casted	190	1,36,22,964	100.00

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(c) Votes against the Resolution:

Manner of voting	Number of members voted (in person or by proxy)	No. of votes cast by members	% of total number of valid votes cast
Postal Ballot	0	0	0.00
E-voting	5	403	0.002
Voting conducted through poll at the venue of the meeting	0	0	0.00
Total No. of votes casted against	5	403	0.002
Total No. of Votes casted	190	1,36,22,964	100.00

(d) Invalid Votes:

Manner of voting	Total Number of members (in person or by proxy) whose votes were declared invalid	No. of votes cast by members
Postal Ballot	9	1734
E-voting	0	0
Voting conducted through poll at the venue of the meeting	1	1
Total	10	1735

MAHESH HURGAT

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- xv. The combined list of Equity Shareholders who voted "FOR/AGAINST/INVALID" for above resolution through the voting conducted through Poll at the venue of the meeting, postal ballots and e-voting process is handed over to the Chairman appointed for the meeting.
- xvi. All relevant records of the voting conducted through poll at the venue of the meeting and postal ballots and the e-voting are handed over to the Company Secretary of the Company for safe keeping.

Name: MAHESH HURGAT
SCRUTINIZER FOR THE PROCESS OF THE MEETING
Practicing Company Secretary
Membership No ACS 7139 // CP No.2498

Place: Dombivli

Date: 21st November, 2017

Apcotex Industries Limited

Date of Equity Shareholders Meeting on directions of National Company Law Tribunal	20th November 2017	
Total No. of shareholders as on record date	21903	
No. of shareholders present in the meeting either in person or through Proxy		
Promoter and Promoter Group	a. In Person:	1
	b. Through Authorised Representative:	11
	c. Through Proxy:	0
Public	a. In Person:	24
	b. Through Authorised Representative:	0
	c. Through Proxy:	0
	Total	36
No. of Shareholders attended the meeting through video Conferencing	No such facility was arranged	
Promoter and Promoter Group		
Public		



Apcotex Industries Limited

Resolution Required : (Special)		1 - To approve the Scheme of Amalgamation between Saldhar Investments And Trading Company Private Limited and Apcotex Industries Limited and their respective shareholders						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	12010408	0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	76604	0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting		1978436	22.8695	1978033	403	99.9796	0.0204
	Poll		25	0.0003	25	0	100.0000	0.0000
	Postal Ballot	8650972	23373	0.2702	23373	0	100.0000	0.0000
	Total		2001834	23.1400	2001431	403	99.9799	0.0201
Total		20737984	2001834	9.6530	2001431	403	99.9799	0.0201



MAHESH HURGAT

COMPANY SECRETARY

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Date: - 21-11-2017

SCRUTINIZER'S REPORT

To,
Mr. Abhiraj Atul Choksey
Chairman appointed by the National Company Law Tribunal, Bench at Mumbai for the Meeting of the Equity Shareholders of **Apcotex Industries Limited** pursuant to Company Application No. 883 of 2017.

Dear Sir,

I, Mahesh Hurgat, Practicing Company Secretary (ACS 7139) have been appointed by Hon'ble National Company Law Tribunal, Bench at Mumbai (NCLT) by its Order dated 22nd September 2017 as "the Scrutinizer for the purpose of conducting the voting done through Postal Ballot, e-voting and voting conducted through poll at the venue of the meeting by the Public Shareholders of the Company, on the resolution seeking approval of Public Shareholders of the Company, pursuant to Circular No. CFD/DIL3/CIR/2017/21 dated 10th March 2017 issued by the Securities and Exchange Board of India ("SEBI Circular"), to the Scheme of Amalgamation between Apcotex Industries Limited and Saldhar Investment and Trading Company Private Limited and their respective shareholders ("the Scheme") in terms of the Notice dated 9th October 2017.

I do hereby submit my report as under:

- i. The Company had appointed Central Depository Services (India) Limited ("**CDSL**") as the Agency for providing the e-voting platform to the equity shareholders of the Company.
- ii. The Management of the Company is responsible for ensuring compliance with requirements of the SEBI Circular dated 10th March 2017, relating to voting done through Postal Ballot and e-voting.
- iii. The **Cut-off date** was **Friday, 13th October 2017** for the purpose of deciding the Public Shareholders entitled to vote through Postal Ballot, e-voting and voting conducted through poll at the venue of the meeting on the resolution seeking their approval.
- iv. The voting through e-voting had commenced at **9:00 a.m. on Saturday, 21st October 2017 and has closed at 5:00 p.m. on Sunday, 19th November 2017.**
- v. Our responsibility as a Scrutinizer for the voting process (conducted through postal ballot, e- voting and voting conducted through poll at the venue of the meeting) is restricted to scrutinize the postal ballot papers, e-voting process and voting conducted through poll at the venue of the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in **Favour or Against** the resolution stated in the Notice, based on postal ballots, the reports generated from the e-voting system and voting conducted through poll at the venue of the meeting.

MAHESH HURGAT

COMPANY SECRETARY

5, ARYAVRAT, OPP. AGRAWAL HALL, MANPADA ROAD, DOMBIVLI (E), PIN-421201.
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- vi. The Company has, on the basis of the Register of Members and the list of beneficiary owners made available by the Depositories, completed the dispatch of the Notice of the Meeting along with the relevant annexures referred thereto, postal ballot form, proxy form, attendance slip, etc. to the Equity Shareholders of the Company (holding the equity shares as of the cut-off date, i.e.13th October 2017) by Monday, 16th October 2017 and has also published an advertisement in this regard, in English language in The Business Standard and translation thereof in Marathi language in Navshakti, Mumbai edition on Wednesday, 18th October 2017.
- vii. The e-voting module was disabled and blocked by CDSL for voting on 19th November 2017 at 5.00 p.m.
- viii. The Public shareholders were required to send the completed and signed postal ballot forms which reached me on or before 5.00 p.m. on 19th November 2017. I have not accepted any postal ballot form after 5.00 p.m. on 19th November 2017.
- ix. The voting done through Postal Ballot, e-voting and voting conducted through poll at the venue of the meeting were reconciled with the records maintained by the Company and the authorizations lodged with the Company.
- x. The Postal ballot forms, e-voting done and voting conducted through poll at the venue of the meeting which were incomplete and/or which were otherwise found defective have been treated as invalid.
- xi. The result of the voting seeking approval of the Public shareholders of the Company to the Scheme is as under:

Resolution

Approval of the Scheme of Amalgamation between Apcotex Industries Limited and Saldhar Investments and Trading Company Private Limited and their respective shareholders

Report on result of voting through Postal Ballot, E-voting and voting conducted through poll by Public Shareholders.

MAHESH HURGAT COMPANY SECRETARY

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(a) Total number of valid votes cast by Public Shareholders

Manner of voting	Total Number of members or (in person or by proxy)	No. of votes cast by members
Postal Ballot	43	23,373
E-voting	124	19,78,436
Voting conducted through poll at the venue of the meeting	3	25
Total	170	20,01,834

(b) Votes in favor of the Resolution:

Manner of voting	Number of members voted (in person or by proxy)*	No. of votes cast by members	% of total number of valid votes cast
Postal Ballot	43	23,373	1.17
E-voting	119	19,78,033	98.81
Voting conducted through poll at the venue of the meeting	3	25	Fractional
Total No. of Votes casted in favour by Public shareholders	165	20,01,431	99.98
Total No. of Votes casted by Public Shareholders	170	20,01,834	100

MAHESH HURGAT COMPANY SECRETARY

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(b) Votes against the Resolution:

Manner of voting	Number of members voted (in person or by proxy)*	No. of votes cast by members	% of total number of valid votes cast
Postal Ballot	0	0	0
E-voting	5	403	0.02
Voting conducted through poll at the venue of the meeting	0	0	0
Total No. of Votes casted in against by Public shareholders	5	403	0.02
Total No. of Votes casted by Public Shareholders	170	20,01,834	100

(c) Invalid Votes:

Manner of voting	Number of members voted (in person or by proxy)*	No. of votes cast by members
Postal Ballot	9	1,734
E-voting	0	0
Voting conducted through poll at the venue of the meeting	1	1
Total	10	1,735

* Represents Public Shareholders

MAHESH HURGAT

COMPANY SECRETARY

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- xii. The list of Public Shareholders who voted "FOR/AGAINST/INVALID" for above resolution through Postal Ballot, e-voting and voting conducted through poll at the venue of the meeting is handed over to the Chairman appointed for the meeting.
- xiii. All relevant records and records of electronic data files related to Postal Ballot, e-voting and voting conducted through poll at the venue of the meeting are handed over to Mr. Anand Kumashi, Company Secretary of the Company for safe keeping.

Name: MAHESH HURGAT
SCRUTINIZER FOR THE PROCESS OF THE MEETING
Practicing Company Secretary
Membership No ACS 7139 // CP No.2498

Place: Dombivli

Date: 21st November, 2017