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SEC/1808/2020

E-filling

18th August, 2020

National Stock Exchange of India Ltd. "Exchange Plaza", C-1, Block G, Bandra- Kurla Complex, Bandra (E), Mumbai - 400 051. Scrip Symbol : APARINDS <u>Kind Attn.: The Manager, Listing Dept.</u>	BSE Ltd. Corporate Relationship Department, 27 th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001. Scrip Code : 532259 <u>Kind Attn. : Corporate Relationship Dept.</u>
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Sub. : Declaration of e-Voting Results of the 31st Annual General Meeting (AGM) of Shareholders of the Company held on Monday, 17th August, 2020 through Video Conferencing (VC).

Ref. : Regulation 44 and all other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Dear Sirs, -

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, we are submitting herewith the details regarding the e-voting results of the 31st Annual General Meeting (AGM) of the Shareholders of the Company (**Annexure - 1**) held on **Monday, 17th August, 2020 at 2.30 p.m.** through Video Conferencing (VC) in the prescribed format.

We are also enclosing herewith the Consolidated Report of the Scrutinizer on remote e-voting and e-voting done during the course of AGM (**Annexure - 2**). The above are also being uploaded at the Company's website at www.apar.com and on the website of Central Depository Services (India) Ltd., an agency appointed for the purpose of conducting the remote e-voting and e-voting during the process of meeting.

Thanking you,

Yours faithfully,

For Apar Industries Limited

Sanjaya

Raju

Kunder

(Sanjaya Kunder)

Company Secretary

Digitally signed by Sanjaya Raju Kunder
DN: cn=Sanjaya Raju Kunder,
postalCode=400083, st=Maharashtra,
2.5.4.20=66a29a310a681910a6d7d99c7
30c119901010a6d7d99c711a6d7d99c7
d99c7,
serialNumber=dcc593bde4e4110332d
07255e72a3b21a6849c5d97c434c5be
c3533ax715, cn=Sanjaya Raju Kunder
Date: 2020.08.18 19:03:07 +05'30'

Encl. : As above

APAR Industries Limited

Corporate Office : **APAR House, Corporate Park, V. N. Purav Marg, Chembur, Mumbai - 400 071, India**
+91 22 2526 3400/6780 0400 corporate@apar.com www.apar.com

Regd. Office: **301/306, Panorama Complex, R. C. Dutt Road, Alkapuri, Vadodara - 390007, India**
+91 265 6178 700/6178 709 apar.baroda@apar.com www.apar.com CIN: L91110GJ1989PLC012802

Annexure -1

Disclosures as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of AGM/EGM	Annual General Meeting Monday, 17 August 2020
Total Number of Shareholders as on record date	Cut-off-date is 10 th August, 2020 25,045
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	13 69



Resolution 1 : To receive, consider and adopt:

- a. the Audited Financial Statements of the Company for the financial year ended on March 31, 2020, together with the reports of the Board of Directors and the Auditors thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020, together with the Report of the Auditors thereon.

Resolution required: (Ordinary/ Special) : Ordinary				To receive, consider and adopt: a. the Audited Financial Statements of the Company for the financial year ended on March 31, 2020, together with the reports of the Board of Directors and the Auditors thereon; and b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020, together with the Report of the Auditors thereon.				
Whether promoter/ promoter group are interested in the agenda/resolution?						No		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favor	No of votes against	% of votes in favor on votes polled	% of votes against on votes polled
		-1	-2	(3)= [(2)/(1)* 100]	-4	-5	(6) = [(4)/(2)*100]	(7) = [(5)/(2)*100]
Promoter and Promoter Group	E- voting	22,842,377	22,842,377	100.00%	22,842,377	0	100.00%	0.00%
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		22,842,377	100.00%	22,842,377	0	100.00%	0.00%
Public Institutions	E- voting	10,960,035	10,317,559	94.14%	10,317,559	0	100.00%	0.00%
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		10,317,559	94.14%	10,317,559	0	100.00%	0.00%
Public- Non Institutions	E- voting	4,466,207	102,344	2.29%	102,337	7	99.99%	0.01%
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		102,344	2.29%	102,337	7	99.99%	0.01%
TOTAL		38,268,619	33,262,280	86.92%	33,262,273	7	100.00%	0.00%



Resolution 2 : To Confirm the payment of Interim Dividend as Final Dividend on Equity Shares of the Company for the financial year 2019-20.

Resolution required: (Ordinary/ Special) : Ordinary					To Confirm the payment of Interim Dividend as Final Dividend on Equity Shares of the Company for the financial year 2019-20.			
Whether promoter/ promoter group are interested in the agenda/resolution?						No		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favor	No of votes against	% of votes in favor on votes polled	% of votes against on votes polled
		-1	-2	(3)= [(2)/(1)*100]	-4	-5	(6)=[(4)/(2)*100]	(7)=[(5)/(2)*100]
Promoter and Promoter Group	E- voting	22,842,377	22,842,377	100.00%	22,842,377	0	100.00%	0.00%
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		22,842,377	100.00%	22,842,377	0	100.00%	0.00%
Public Institutions	E- voting	10,960,035	10,323,626	94.19%	10,323,626	0	100.00%	0.00%
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		10,323,626	94.19%	10,323,626	0	100.00%	0.00%
Public- Non Institutions	E- voting	4,466,207	102,344	2.29%	102,337	7	99.99%	0.01%
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		102,344	2.29%	102,337	7	99.99%	0.01%
TOTAL		38,268,619	33,268,347	86.93%	33,268,340	7	100.00%	0.00%



Resolution 3 : To appoint a director in place of Mr. Chaitanya N. Desai (DIN – 00008091) who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required: (Ordinary/ Special) : Ordinary						To appoint a Director in place of Mr. Chaitanya N. Desai (DIN – 00008091), who retires by rotation and being eligible, offers himself for re-appointment.		
Whether promoter/ promoter group are interested in the agenda/resolution?						No		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favor	No of votes against	% of votes in favor on votes polled	% of votes against on votes polled
		-1	-2	(3)= [(2)/(1)*100]	-4	-5	(6) = [(4)/(2)*100]	(7) = [(5)/(2)*100]
Promoter and Promoter Group	E- voting	22,842,377	22,842,377	100.00%	22,842,377	0	100.00%	0.00%
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		22,842,377	100.00%	22,842,377	0	100.00%	0.00%
Public Institutions	E- voting	10,960,035	10,323,626	94.19%	10,323,626	0	100.00%	0.00%
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		10,323,626	94.19%	10,323,626	0	100.00%	0.00%
Public- Non Institutions	E- voting	4,466,207	102,344	2.29%	102,337	7	99.99%	0.01%
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		102,344	2.29%	102,337	7	99.99%	0.01%
TOTAL		38,268,619	33,268,347	86.93%	33,268,340	7	100.00%	0.00%



Resolution 4 : To approve appointment of M/s. C N K & Associates LLP as Statutory Auditors of the Company for a period of 5 (Five) consecutive years.

Resolution required: (Ordinary/ Special) : Ordinary					To approve appointment of M/s. C N K & Associates LLP as Statutory Auditors of the Company for a period of 5 (Five) consecutive years.			
Whether promoter/ promoter group are interested in the agenda/resolution?						No		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favor	No of votes against	% of votes in favor on votes polled	% of votes against on votes polled
		-1	-2	(3)= [(2)/(1)*100]	-4	-5	(6) = [(4)/(2)*100]	(7) = [(5)/(2)*100]
Promoter and Promoter Group	E- voting	22,842,377	22,842,377	100.00%	22,842,377	0	100.00%	0.00%
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		22,842,377	100.00%	22,842,377	0	100.00%	0.00%
Public Institutions	E- voting	10,960,035	10,323,626	94.19%	10,323,626	0	100.00%	0.00%
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		10,323,626	94.19%	10,323,626	0	100.00%	0.00%
Public- Non Institutions	E- voting	4,466,207	102,344	2.29%	102,337	7	99.99%	0.01%
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		102,344	2.29%	102,337	7	99.99%	0.01%
TOTAL		38,268,619	33,268,347	86.93%	33,268,340	7	100.00%	0.00%



Resolution 5 : To approve payment of remuneration to M/s. Rahul Ganesh Dugal & Co., Cost Auditor of the Company for the Financial Year 2020-21.

Resolution required: (Ordinary/ Special) : Ordinary						To approve payment of remuneration to M/s. Rahul Ganesh Dugal & Co., Cost Auditor of the Company for the Financial Year 2020-21.		
Whether promoter/ promoter group are interested in the agenda/resolution?						No		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favor	No of votes against	% of votes in favor on votes polled	% of votes against on votes polled
		-1	-2	(3)= [(2)/(1)* 100]	-4	-5	(6) = [(4)/(2)*100]	(7) = [(5)/(2)*100]
Promoter and Promoter Group	E- voting	22,842,377	22,842,377	100.00%	22,842,377	0	100.00%	0.00%
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		22,842,377	100.00%	22,842,377	0	100.00%	0.00%
Public Institutions	E- voting	10,960,035	10,323,626	94.19%	10,323,626	0	100.00%	0.00%
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		10,323,626	94.19%	10,323,626	0	100.00%	0.00%
Public- Non Institutions	E- voting	4,466,207	102,344	2.29%	102,337	7	99.99%	0.01%
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		102,344	2.29%	102,337	7	99.99%	0.01%
TOTAL		38,268,619	33,268,347	86.93%	33,268,340	7	100.00%	0.00%





CS Hemang M. Mehta
B.Com., LL.B.(Special), F.C.S.

H. M. Mehta & Associates
Company Secretaries

Annexure-2

CONSOLIDATED REPORT OF SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Chairman,
31st Annual General Meeting (AGM) of the Equity Shareholders of
Apar Industries Limited
(CIN: L91110GJ1989PLC012802)
301, Panorama Complex, R C Dutt Road,
Vadodara-390007,
Gujarat, India

Dear Sir,

1. I, Hemang M. Mehta, Proprietor of H. M. Mehta & Associates, Practicing Company Secretaries, having office at 301, MindTree Building, A/3, Sunmoon Park Co. Op. Society, Near Radha Krishna Crossing, Towards PF Office, Akota, Vadodara-390020, Gujarat, India was appointed as a Scrutinizer by the Board of Directors of Apar Industries Limited ("the Company") under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) for the purpose of scrutinizing the process of remote e-voting process and e-voting contained in the notice dated 25th June, 2020 ("Notice") issued in accordance with the General Circular Nos. 14/2020, 17/2020, 20/2020 & 22/2020 issued by the Ministry of Corporate Affairs on 08th April, 2020, 13th April, 2020, 05th May, 2020 and 15th June, 2020, respectively and SEBI Circular dated 12th May, 2020 ("MCA and SEBI Circulars") calling the Thirty-First Annual General Meeting of its Equity Shareholders ("31st AGM") through Video Conferencing (VC) / Other Audio Visual Means (OAVM) facility. The AGM was convened on Monday, 17th August, 2020 at 2:30 P.M. (IST) through VC / OAVM.
2. The management of the Company is responsible to ensure the compliance with the requirements of (i) the Companies Act, 2013 and Rules made thereunder; (ii) MCA and SEBI Circulars and (iii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") relating to voting through electronic means on the resolutions contained in the Notice of the 31st AGM of the members of the Company. My responsibility as a scrutinizer for the remote e-voting and e-voting is restricted to making a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions set forth in the Notice of the aforesaid 31st AGM based on reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), being the authorized agency engaged in by the Company for the said 31st AGM.
3. Further to above, I submit my report as under:
 - 3.1 The Company had sent Notice dated 25th June, 2020 convening the 31st AGM along with Statement setting out material facts under Section 102 of the Companies Act, 2013 and Annual Report 2019-20 by electronic means i.e. on the registered e-mail IDs of the Shareholders on 22nd July, 2020, as the case may be, to those members whose names appeared in the Register of Members / List of Beneficiaries as on 17th July, 2020 (being cut-off-date for sending annual report to the shareholders).



Page 1 of 5

As per the provisions of the Companies Act, 2013, the numbers of votes cast in respect of each resolution have been counted according to the numbers of shares held by the concerned shareholders. One share held equal to one vote.

- 3.2 The Company arranged for remote e-voting facility provided by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company on AGM Resolutions. The Company has also provided e-voting facility as provided by CDSL to the Shareholders during the AGM to vote on the Resolutions set out in the Notice of the said AGM, if they had not cast their vote earlier through remote e-voting.
- 3.3 The above Notice was also placed on the website of the Company (www.apar.com) forthwith after it was sent to the members.
- 3.4 The notice clearly indicated the process and manner for voting by electronic means and the time schedule of voting from Thursday, 13th August, 2020 (10:00 Hours) to Sunday, 16th August, 2020 (17:00 Hours) during which the votes could be cast and also provided the login ID and created facility for generating password and casting of vote in a secured manner.
- 3.5 As prescribed in the aforesaid Rules and MCA and SEBI Circulars, the Company has also published an advertisement in nationwide daily newspaper in "Business Standard" (English language) and in "Vadodara Samachar" (Gujarati language) on 24th July, 2020 and it carried the required information as specified in the said Rules.
- 3.6 The remote e-voting remained open for a period of 4 days i.e. from Thursday, 13th August, 2020 (10:00 Hours) to Sunday, 16th August, 2020 (17:00 Hours) and that the aforesaid remote e-voting period was completed one day prior to the date of the 31st AGM which held on Monday, 17th August, 2020.
- 3.7 The Equity Shareholders holding shares as on the "cut-off-date" i.e. Monday, 10th August, 2020 were entitled to vote on the proposed resolutions (Item Nos. 01 to 05) as set out in the Notice of the 31st Annual General Meeting of the Apar Industries Limited either through remote e-voting or through e-voting during the AGM.
- 3.8 The attendance of Eighty Two (82) Members was registered who attended the AGM through VC/OAVM as per the MCA Circulars.
- 3.9 After completion of e-voting during the AGM, the data of e-voting was diligently scrutinized. Thereafter, data of e-voting were reconciled with the records maintained by the Link Intime India Private Limited, Vadodara, Registrar and Share Transfer Agent of the Company and the Authorizations lodged with the Company. Detailed registers were maintained containing the summary of results of remote e-voting and e-voting during AGM.
- 3.10 Thereafter, the votes cast through remote e-voting as well as e-voting at AGM were unblocked after completion of e-voting during the AGM in the presence of two witnesses, (1) Mr. Parth Nashikkar, resident of A/11, Shree Yamunakunj Society, Behind Gajanan Heights, Darbar Chowkdi, Manjalpur, Vadodara-390011, Gujarat, India and (2) Ms. Kinjal Shah, resident of G-301, Pancham Elite, opposite Mukhi Nagar Char Rasta, Khodiyar Nagar, Vadodara-390018 Gujarat, India, who are not in the employment of the Company. They have signed below mentioned confirmation of the votes being unblocked in their presence.



P. B. Nashikkar

Parth Nashikkar
(Witness no. 1)

Kinjal Shah

Kinjal Shah
(Witness no. 2)

- 3.11. Thereafter, the details containing, inter alia, list of equity shareholders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the remote e-voting website of CDSL i.e. www.evotingindia.com

The remote e-voting data was scrutinized by the undersigned for verification of the votes cast in favour of or against the resolutions.

4. Based on the Reports generated from the e-voting website of CDSL at the 31st AGM of Apar Industries Limited, I hereby submit my Consolidated Report on the result of the remote e-voting together with that of e-voting during the 31st AGM in respect of the said Resolutions as under:

ORDINARY BUSINESS:

Resolution No. 1 – As an Ordinary Resolution:

To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended on March 31, 2020 including the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss and Cash Flow for the year ended on that date together with reports of Board of Directors and the Auditors thereon

Particulars of mode of voting	Total number of valid votes cast	Votes in favour of the resolution		Votes in against the resolution	
		Number	% of total number of valid votes cast	Number	% of total number of valid votes cast
Remote E-voting	3,32,08,678	3,32,08,671	100%	07	0.00%
E-voting during AGM	53,602	53,602	100%	NIL	NIL
Total voting	3,32,62,280	3,32,62,273	100%	07	0.00%

Resolution No. 2 – As an Ordinary Resolution:

To confirm the payment of Interim Dividend as Final Dividend on Equity Shares of the Company for the financial year 2019-20

Particulars of mode of voting	Total number of valid votes cast	Votes in favour of the resolution		Votes in against the resolution	
		Number	% of total number of valid votes cast	Number	% of total number of valid votes cast
Remote E-voting	3,32,14,745	3,32,14,738	100%	07	0.00%
E-voting during AGM	53,602	53,602	100%	NIL	NIL
Total voting	3,32,68,347	3,32,68,340	100%	07	0.00%



Resolution No. 3 – As an Ordinary Resolution:

To appoint a Director in place of Mr. Chaitanya N. Desai (DIN: 00008091), who retires by rotation and being eligible, offers himself for re-appointment

Particulars of mode of voting	Total number of valid votes cast	Votes in favour of the resolution		Votes in against the resolution	
		Number	% of total number of valid votes cast	Number	% of total number of valid votes cast
Remote E-voting	3,32,14,745	3,32,14,738	100%	07	0.00%
E-voting during AGM	53,602	53,602	100%	NIL	NIL
Total voting	3,32,68,347	3,32,68,340	100%	07	0.00%

Resolution No. 4 – As an Ordinary Resolution:

To appoint M/s. CNK & Associates LLP, Chartered Accountants (Firm Registration No. 101961W/W-100036) as Auditors of the Company from conclusion of 31st Annual General Meeting until the conclusion of the 36th Annual General Meeting of the Company and to fix their remuneration

Particulars of mode of voting	Total number of valid votes cast	Votes in favour of the resolution		Votes in against the resolution	
		Number	% of total number of valid votes cast	Number	% of total number of valid votes cast
Remote E-voting	3,32,14,745	3,32,14,738	100%	07	0.00%
E-voting during AGM	53,602	53,602	100%	NIL	NIL
Total voting	3,32,68,347	3,32,68,340	100%	07	0.00%

SPECIAL BUSINESS:

Resolution No. 5 – As an Ordinary Resolution:

Payment of remuneration to the Cost Auditors of the Company for the FY 2020-21

Particulars of mode of voting	Total number of valid votes cast	Votes in favour of the resolution		Votes in against the resolution	
		Number	% of total number of valid votes cast	Number	% of total number of valid votes cast
Remote E-voting	3,32,14,745	3,32,14,738	100%	07	0.00%
E-voting during AGM	53,602	53,602	100%	NIL	NIL
Total voting	3,32,68,347	3,32,68,340	100%	07	0.00%



