

R S M & CO.
COMPANY SECRETARIES

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**COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL
FOR APM INDUSTRIES LIMITED**

To,
The Chairperson,
41st Annual General Meeting of APM Industries Limited
APM Industries Limited
SP-147, Riico Industrial Area, Bhiwadi
Rajasthan -301019

**Subject : Passing of Resolution(s) through electronic voting AND poll
conducted at the 41st Annual General Meeting of APM
INDUSTRIES LIMITED ("The Company") held on September 25,
2015 at 11.30 A. M. at Alwar (Rajasthan).**

The Board of the Company at its meeting held on August 05, 2015 had appointed me as Scrutinizer for the e-voting held between September 22, 2015 (09:00 A. M.) to September 24, 2015 (5:00 P. M.) and the Chairman of the 41st Annual General Meeting ("AGM") has also appointed me as the scrutinizer for the poll held at the 41st Annual General Meeting of the Company on September 25, 2015.

The Company had appointed National Securities Depository Limited ("NSDL") as the service provider, for extending the facility of electronic voting to the shareholders of the Company from Tuesday, September 22, 2015 (09:00 A.M.) to Thursday, September 24, 2015 (5:00 P.M.) The e-voting results were unblocked by me on September 25, 2015 after the annual general meeting of the company in the presence of two witnesses. For further details kindly refer my Scrutinizer's report dated September 26, 2015 attached herewith.

At the 41st Annual General Meeting of the Company held on September 25, 2015, 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 Annual General Meeting had appointed me as the Scrutinizer for the same. For further details kindly refer to my Scrutinizer's report in form MGT 13 dated September 26, 2015.

The result of the E- voting together with that of the poll is as under:



AGENDA ITEM NO. – 1

ORDINARY RESOLUTION TO RECEIVE, CONSIDER AND ADOPT THE AUDITED BALANCE SHEET AS AT 31st MARCH 2015, THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON THAT DATE TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.2/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	28	12451240	100
Total Votes received through physical ballot mode	23	18196	100
Total Number of Invalid Votes	0	0	0
Total Number of Valid Votes	51	12469436	100
Total Number of Votes against the resolution	1	20	0.01
Total Number of Votes in favour of Resolution	50	12469416	99.99

AGENDA ITEM NO: 2

ORDINARY RESOLUTION TO CONFIRM THE TWO INTERIM DIVIDENDS AGGREGATING TO RS.2.70 PER EQUITY SHARE AS FINAL DIVIDEND, ALREADY PAID FOR THE YEAR ENDED 31st MARCH, 2015.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.2/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	28	12451240	100
Total Votes received through physical ballot mode	23	18196	100
Total Number of Invalid Votes	0	0	N.A.
Total Number of Valid Votes	51	12469436	100
Total Number of Votes against the resolution	1	1875	0.02



Total Number of Votes in favour of Resolution	50	12467561	99.98
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AGENDA ITEM NO: 3

ORDINARY RESOLUTION TO APPOINT A DIRECTOR IN PLACE OF SHRI S G RAJGARHIA, (DIN: 00002245) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.2/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	28	12451240	100
Total Votes received through physical ballot mode	23	18196	100
Total Number of Invalid Votes	0	0	N.A.
Total Number of Valid Votes	51	12469436	100
Total Number of Votes against the resolution	1	1875	0.02
Total Number of Votes in favour of Resolution	50	12467561	99.98

AGENDA ITEM NO: 4

ORDINARY RESOLUTION TO RATIFY APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.02/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	28	12451240	100
Total Votes received through physical ballot mode	23	18196	100
Total Number of Invalid Votes	0	0	N.A.
Total Number of Valid Votes	51	12469436	100
Total Number of Votes against the	0	0	0



resolution			
Total Number of Votes in favour of Resolution	51	12469436	100

AGENDA ITEM NO: 5

ORDINARY RESOLUTION TO APPOINT SMT. UMA HADA (DIN: 06463684) AS AN INDEPENDENT DIRECTOR.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.02/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	28	12451240	100
Total Votes received through physical ballot mode	23	18196	100
Total Number of Invalid Votes	0	0	N.A.
Total Number of Valid Votes	51	12469436	100
Total Number of Votes against the resolution	1	1875	0.02
Total Number of Votes in favour of Resolution	50	12467561	99.98

AGENDA ITEM NO: 6

SPECIAL RESOLUTION TO REVISE THE REMUNERATION OF SHRI H R SHARMA (DIN: 00178632), WHOLE TIME DIRECTOR IN THE COMPANY.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.02/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	27	12450990	100
Total Votes received through physical ballot mode	23	18196	100
Total Number of Invalid Votes	1	1045	0.01
Total Number of Valid Votes	49	12468141	99.99
Total Number of Votes against the	1	1875	0.02



resolution			
Total Number of Votes in favour of Resolution	48	12466266	99.98

AGENDA ITEM NO: 7

ORDINARY RESOLUTION TO RATIFICATION OF REMUNERATION TO COST AUDITOR.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.02/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	28	12451240	100
Total Votes received through physical ballot mode	23	18196	100
Total Number of Invalid Votes	0	0	N.A.
Total Number of Valid Votes	51	12469436	100
Total Number of Votes against the resolution	0	0	0
Total Number of Votes in favour of Resolution	51	12469436	100

AGENDA ITEM NO: 8

SPECIAL RESOLUTION FOR BORROWING LIMITS OF THE COMPANY.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.02/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	28	12451240	100
Total Votes received through physical ballot mode	23	18196	100
Total Number of Invalid Votes	0	0	N.A.
Total Number of Valid Votes	51	12469436	100
Total Number of Votes against the resolution	1	1875	0.02
Total Number of Votes in favour of	50	12467561	99.98



Resolution			
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AGENDA ITEM NO: 9

SPECIAL RESOLUTION FOR CREATION OF CHARGE / MORTGAGE ON THE ASSETS OF THE COMPANY.


Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.02/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	28	12451240	100
Total Votes received through physical ballot mode	23	18196	100
Total Number of Invalid Votes	0	0	N.A.
Total Number of Valid Votes	51	12469436	100
Total Number of Votes against the resolution	1	1875	0.02
Total Number of Votes in favour of Resolution	50	12467561	99.98

All the Resolutions stand passed under e-voting and poll with the requisite majority.

I hereby confirm that I am maintaining the registers received from the Service Provider both electronically and manually, 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 authorised by you.

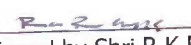
Thanking you

Yours Sincerely


RAVI SHARMA
 SCRUTINIZER
 C. P. NO. 3666
 PARTNER
 RSM & CO.,
 COMPANY SECRETARIES,
 NEW DELHI



Date : 26.09.2015
 Place : New Delhi


 Signed by Shri R K Rajgaria
 Chairperson of the Meeting

