



IS/ISO 9001 - 2000

APM INDUSTRIES LIMITED

910, Chiranjiv Tower, 43, Nehru Place, New Delhi-110019

Phone : (011) 26441015-17 Fax : (011) 26441018

E-mail : delhi@apmindustries.co.in

CIN No. : L21015RJ1973PLC015819

Website : www.apmindustries.co.in

APMIL/196

24th August, 2017

BSE Limited
25th Floor,
Phiroze Jeejeebhoy Towers
Dalat Street
Fort, Mumbai – 400001

Dear Sir,

Ref. Stock Code 523537

Subject. Voting results of Postal Ballot (including E-voting) along with scrutinizer report

This is to inform you that the Company has conducted Postal Ballot (including e-voting) in compliance with section 108 and 110 and other applicable provisions of the Companies Act, 2013 read with related Rules to transact the business as stated in the Postal Ballot Notice dated 12th July, 2017.

In this regard, we enclose herewith:

1. Consolidated Report of the Scrutinizer, dated 24th August, 2017.
2. Proceedings of Postal Ballot -Regulation 30 (2) read with Sub-Para 13 of Para-A of Part-A of Schedule III of SEBI (LODR) Regulations, 2015.

The results are uploaded on the website of the Company (www.apmindustries.co.in)

Kindly take the same in your records.

Thanking You
For APM INDUSTRIES LIMITED



Jyoti Upadhyay
JYOTI UPADHYAY
COMPANY SECRETARY

Encl. as above



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INTIMATION REGARDING VOTING RESULT PURSUANT TO REGULATION 44 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS 2015

Date of Declaration of Postal Ballot Result	24 th August, 2017
Record Date	13-7-2017
Total No. of Shareholders as on record date	11787

Item No. 1	Resolution Required	Special Resolution
	TO AMEND MEMORANDUM OF ASSOCIATION AS PER THE PROVISIONS OF COMPANIES ACT, 2013	
	Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) - $[(2)/(1)] \times 100$	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6) - $[(4)/(2)] \times 100$	% of votes against on votes polled (7) - $[(5)/(2)] \times 100$
Promoter & Promoter Group	E-Voting	13730620	13415120	97.7022	13415120	0	100.00	0.0
	Postal Ballot		0	0	0	0	0	0
	Total	13730620	13415120	97.70	13415120	0	100.00	0.00
Public-Institutions	E-Voting	250	0	0	0		0	0
	Postal Ballot		0	0	0		0	0
	Total	250	0	0	0		0	0
Public-Non - Institutions	E-Voting	7880490	28071	0.35	27150	921	96.71	3.28
	Postal Ballot		10400	0.13	9905	495	95.24	4.75
	Total	7880490	38471	0.48	37055	1416	96.31	3.69
Total		21611360	13453591	62.25	13452175	1416	99.99	0.01





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Item No. 2	Resolution Required	Special Resolution
	TO ALTER OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY	
	Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)] \times 100$	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6) = $[(4)/(2)] \times 100$	% of votes against on votes polled (7) = $[(5)/(2)] \times 100$
Promoter & Promoter Group	E-Voting	13730620	13415120	97.70	13415120	0	100.00	0.00
	Postal Ballot		0	0	0	0	0	0
	Total	13730620	13415120	97.70	13415120	0	100.00	0.00
Public-Institutions	E-Voting	~ 250	0	0	0		0	0
	Postal Ballot		0	0	0		0	0
	Total	250	0	0	0		0	0
Public-Non-Institutions	E-Voting	7880490	28071	0.35	25099	2972	89.41	10.58
	Postal Ballot		10400	0.1320	9655	745	92.8365	7.16
	Total	7880490	38471	0.48	34754	3717	90.33	9.67
Total		21611360	13453591	62.25	13449874	3717	99.98	0.02





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Item No. 3	Resolution Required	Special Resolution
	TO ADOPT NEW ARTICLES OF ASSOCIATION OF THE COMPANY AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013	
	Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $\frac{(2)}{(1)} \times 100$	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6) = $\frac{(4)}{(2)} \times 100$	% of votes against on votes polled (7) = $\frac{(5)}{(2)} \times 100$
Promoter & Promoter Group	E-Voting	13730620	13415120	97.7022	13415120	0	100.00	0.00
	Postal Ballot		0	0	0	0	0	0
	Total	13730620	13415120	97.7022	13415120	0	100.00	0.00
Public-Institutions	E-Voting	250	0	0	0		0	0
	Postal Ballot		0	0	0		0	0
	Total	250	0	0	0		0	0
Public-Non - Institutions	E-Voting	7880490	28121	0.3562	27200	921	96.72	3.28
	Postal Ballot		10400	0.1320	9905	495	95.24	4.76
	Total	7880490	38521	0.4882	37105	1416	96.32	3.68
Total		21611360	13453641	62.2524	13452225	1416	99.99	0.01

THANKING YOU,

For APM INDUSTRIES LIMITED



Jyoti Upadhyay
JYOTI UPADHYAY
 COMPANY SECRETARY

**Consolidated Report of Scrutinizer on remote E -voting and voting through
Postal Ballot**

*[Pursuant to Section 108 & 110 of the Companies Act, 2013 and Rule 20 & 22 of the
Companies (Management and Administration) Rules, 2014]*

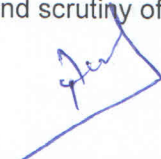
To,
The Chairman
APM Industries Limited
CIN: L21015RJ1973PLC015819
SP-147, RIICO Industrial Area,
Bhiwadi, Dist. Alwar, Rajasthan- 301019

**Scrutinizers Report on Postal Ballot (including voting by electronic means) in
respect of passing of resolutions contained in the Postal Ballot Notice.**

Dear Sir,

I, Akash Gupta, Practicing Company Secretary, of M/s Akash Gupta and Associates Company Secretaries, Membership No. 30099, CP. No. 11038 have been appointed as Scrutinizer by the board of directors of APM Industries Limited ("the Company") for the purpose of scrutinizing postal ballot (including voting by electronic means) in respect of the passing of resolutions set out in the Postal Ballot Notice dated 12th July 2017 of APM Industries Limited.

The management of the Company is responsible to ensure that the compliance with the requirements of the relevant provisions of (a) the Companies Act, 2013 and the rules made thereunder (b) SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015. My responsibility as a scrutinizer is restricted to making a Scrutinizer's Report of the Votes cast by the members for the resolutions contained in the Postal Ballot Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency engaged by the Company to provide e-voting facilities for e-voting and scrutiny of the physical ballot received till



the time fixed for closing of the voting process i.e. till 5 p.m. on Tuesday, 22nd August, 2017.

Accordingly, I hereby submit the report as under:

1. The remote-e voting period remained open from 09:00 a.m. (IST) on Monday, 24th July, 2017 up to 5:00 p.m. (IST) on Tuesday, 22nd August, 2017. The Company had sent the Postal Ballot Notices to the shareholders of the Company electronically whose email IDs were registered with depository participants & for the other Shareholders, the Postal Ballot notice has been sent by permitted mode of dispatch to the members whose names appear on the Register of members/ list of Beneficial Owners, as on Thursday, 13th July 2017.
2. The Company has engaged the services of National Securities Depository Limited (NSDL) as the Authorised Agency to provide secured system for remote e- voting process.
3. The Cutoff date for the purpose of determining the entitlement for voting, by remote e-voting or voting through postal ballot paper on the proposed resolutions was Thursday, 13th July, 2017.
4. After the time fixed for closing of e-voting i.e. 5 p.m. (IST) on Tuesday, 22nd August, 2017 a final electronic report of the e-voting was generated by me by accessing the data available to me from the website <https://www.evoting.nsdl.com/> of National Securities Depository Limited (NSDL), the authorised agency to provide e-voting facility. Data regarding the e-votes were diligently scrutinized.
5. The physical Postal Ballot Forms received till the time fixed for closing of the Postal Ballot i.e. 5:00 p.m. (IST) on Tuesday, 22nd August, 2017, were diligently scrutinized and reconciled with the records maintained by the Company through Skyline Financial Services Private Limited, the Registrar and Transfer Agents of the Company.

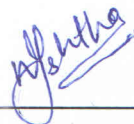


6. The votes casted through remote e-voting were subsequently unblocked and diligently scrutinized in my presence along with two witnesses. 1.) Ms. Swati Garg R/o C- 80 DDA Flats, Phase-I Katwaria Sarai, New Delhi – 110016 (2.) Ms. Nishtha Sharma R/o Shubhanchal Hostel, Opp. Vikas Sadan, INA, New Delhi-110023.

The witnesses have signed below for confirmation of votes casted through remote e-voting being unlocked in their presence.



Name: Swati Garg

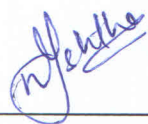


Name: Nishtha Sharma

7. Particulars of the Postal Ballot Forms received including the votes casted through remote e- Voting by the members have been entered in the register separately maintained for the purpose.
8. The Postal ballot papers which were incomplete, unsigned or incorrectly ticked and/or which were otherwise found defective have been treated as invalid and kept separately.
9. After counting the votes casted by the members of the Company through Postal ballot paper, the votes casted through remote e-voting were unblocked on 22nd August, 2017 around 05:16 p.m. in my presence along with two witnesses 1.) Ms. Swati Garg R/o C- 80 DDA Flats, Phase-I Katwaria Sarai, New Delhi – 110016 2.) Ms. Nishtha Sharma R/o Shubhanchal Hostel, Opp. Vikas Sadan, INA, New Delhi- 110023 who are not in the employment of the company. They have signed below in confirmation of the remote e-votes being unblocked in their presence.



Name: Swati Garg



Name: Nishtha Sharma

10. The consolidated report on the result of voting on each resolution are given hereunder:



(a) Resolution 1 – Proposed as Special Resolution

To amend memorandum of association of the Company as per the provisions of the Companies Act, 2013:-

Resolution No. 1.	Particulars of votes cast						
		Electronic Voting		Postal Ballot paper		Voting Results	
		No.(A)	% of Valid Vote	No.(B)	% of Valid Vote	No. (A+B)	% of total Valid Vote
Special Business	To amend memorandum of association of the Company as per the provisions of the Companies Act, 2013						
	Votes cast in favour	13442270	99.99	9905	95.24	13452175	99.99
	Votes Cast against	921	0.01	495	4.76	1416	0.01

(b) Resolution 2 – Proposed as Special Resolution

To alter object clause of the memorandum of association of the Company

Resolution No. 2	Particulars of votes cast						
		Electronic Voting		Ballot paper		Voting Results	
		No.(A)	% of Valid Vote	No.(B)	% of Valid Vote	No. (A+B)	% of total Valid Vote
Special Business	To alter object clause of the memorandum of association of the Company						
	Votes cast in favour	13440219	99.98	9655	92.84	13449874	99.97
	Votes Cast against	2972	0.02	745	7.16	3717	0.03



(c) Resolution 3 – Proposed as Special Resolution

To adopt new articles of association of the Company as per the provisions of the Companies Act, 2013.

Resolution No. 3	Particulars of votes cast						
		Electronic Voting		Ballot paper		Voting Results	
		No.(A)	% of Valid Vote	No.(B)	% of Valid Vote	No. (A+B)	% of total Valid Vote
Special Business	To adopt new articles of association of the company as per the provisions of the Companies Act, 2013						
	Votes cast in favour	13442320	99.99	9905	95.24	13452225	99.99
	Votes Cast against	921	0.01	495	4.76	1416	0.01

33 (Thirty Three) Postal Ballot forms has been treated as Invalid.



11. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
12. The ballot 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,

Place: Delhi

Date: 24th August, 2017



Akash Gupta

(Scrutinizer)

Membership No. 30099

C.P. No. 11038

Add: M-17, 4th Floor, Main Market,
Greater Kailash II,

New Delhi – 110048

RK



Counter – signed by chairman



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Disclosure of events pursuant to Regulation 30 (2) read with Sub-Para 13 of Para-A of Part-A of Schedule III of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015

This is to inform you that the Company has conducted special businesses as specified below by way of Postal Ballot (including e-voting) in compliance with section 108 and 110 and other applicable provisions of the Companies Act, 2013 read with related Rules. The Company engaged the services of NSDL for the purpose of providing e-voting facility to all its members. The members have the option to vote either by physical ballot or through e-voting which was remained open from 24th July, 2017 at 9.00 a.m. and ended on 22nd August, 2017 at 5.00 p.m.

The Company dispatched the postal ballot notices and forms along with postage prepaid business reply envelopes to its members whose names appears on the register of members as on cut-off date i.e. 13th July, 2017. The postal ballot notices were sent to all the members through permissible mode. The Company has also published a notice in the newspaper declaring the details of completion of dispatch and other requirements as mandated under the Act and applicable rules.

Mr. Akash Gupta being proprietor of M/S Akash Gupta & Associates (Company Secretaries), Practicing Company Secretary (M. No. 30099, CP No. 11038) was appointed as Scrutinizer for carrying out the Postal Ballot process (including E-voting) in fair and transparent manner.

The Memorandum of Association of the Company and Article of Association of the Company were framed in terms of provisions of Companies Act, 1956 and with the enactment of Companies Act, 2013, it is expedient to amend Memorandum of Association and Article of Association of the Company to align it with the provisions of Companies Act, 2013 for the sake of which the following resolutions were passed with the requisite majority through Postal Ballot (including e-voting).

1. Special Resolution to amend Memorandum of Association of the Company as per the Provisions of the Companies Act, 2013
2. Special Resolution to alter object clause of the Memorandum of Association of the Company
3. Special Resolution for adoption of new set of Article of Association of the Company as per the provisions of the Companies Act, 2013

The scrutinizer's report was received and accordingly all the resolutions as set out in the notice were declared as passed w.e.f. 22nd August, 2017.

Kindly take the same in your records.



THANKING YOU
For APM Industries Limited

JYOTI UPADHYAY
COMPANY SECRETARY