



IS/ISO 9001 - 2000

# APM INDUSTRIES LIMITED

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E-mail : delhi@apmindustries.co.in

CIN No. : L21015RJ1973PLC015819

Website : www.apmindustries.co.in

APMIL/ 193

December 10, 2018

BSE Limited  
25th Floor,  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Fort, Mumbai - 400001

Dear Sir,

**Ref: Stock Code 523537**

**Sub: Voting Results of the National Company Law Tribunal Convened Meeting (Meeting) of the unsecured creditors of the Company held on December 8, 2018**

By an order dated the 26<sup>th</sup> day of October, 2018, the Jaipur Bench of the National Company Law Tribunal has directed a meeting to be held of **equity shareholders and unsecured creditors of APM Industries Limited** for the purpose of considering, and if thought fit, approving with or without modification, the Scheme of Arrangement among **APM Industries Limited** (hereinafter referred to as 'AIL' or 'Demerged Company' or 'the Company') and **APM Finvest Limited** (hereinafter referred to as 'AFL' or 'Resulting Company') and their respective equity shareholders and Unsecured creditors whereby it is proposed to Demerge the Finance & Investment Undertaking (hereinafter referred as 'Demerged Undertaking') of the Demerged Company and subsequently amalgamate with and into its wholly owned subsidiary, the Resulting Company as a going concern in accordance with the provisions of Section 230-232 of the Companies Act, 2013 ("the Scheme").

The Company had provided the facility to the unsecured creditors to cast their votes through ballot paper at the venue of the meeting.

In this regard, please find enclosed Voting results of the Meeting along with the Scrutinizer's Report .

The same will also be uploaded on the Company's website at [www.apmindustries.co.in](http://www.apmindustries.co.in).

The proposed resolution for approving the Scheme was passed with requisite majority by the unsecured creditors of the Company.

Thanking you,

Yours faithfully,  
For **APM INDUSTRIES LIMITED**  
*Jyoti Upadhyay*  
**JYOTI UPADHYAY**  
**COMPANY SECRETARY**

Encl. as above

# Susshil Daga

## B.Com, FCS, LL.B

Office No. 303, Third Floor, ARG Corporate Park,  
Gopalbari, Ajmer Raod, Jaipur (Rajasthan) – 302016

### Report of Scrutinizer

To,  
Mr. Amol Vyas, Advocate/ Mr. Deepak Arora, Practicing Company Secretary  
Chairperson/ Alternate Chairperson appointed by the Hon'ble National Company Law  
Tribunal, Jaipur Bench (NCLT),  
for the Meeting of the Unsecured Creditors of APM INDUSTRIES LIMITED.

**Sub: Report of Scrutinizer on the results of Voting by way of voting at the venue,  
in pursuance of directions issued by the Jaipur Bench of Hon'ble National Company  
Law Tribunal (NCLT)**

The Hon'ble National Company Law Tribunal, Jaipur Bench vide its Order dated October 26, 2018 appointed me, Susshil Daga (FCS 9567) as Scrutinizer for the meeting of the Unsecured Creditors to scrutinize the voting process at the Hon'ble NCLT Convened Meeting of the Unsecured Creditors of APM INDUSTRIES LIMITED held on Saturday, December 08, 2018 At 3:30 P.M. at COUNTRY INN & SUITES BY RADISSION, Plot No. 4, Sohna Road, Bhagat Singh Colony, U.I.T. Bhiwadi-301019, Rajasthan.

Notices were issued to the 81 Unsecured Creditors valuing Rs.11,04,30,552.78/- whose names appeared in the List of Unsecured Creditors as on May 31, 2018.

Proxy Register was closed 48 hours before the time of the Meeting and all the persons attending the meeting as proxy were duly verified with the Proxy Form submitted to the company.

The details of unsecured creditors present at the NCLT convened meeting of the Unsecured Creditors is attached as **Annexure A** and brief of the same is as under:

S.No.	Particulars	Nos.	Value of Debts (Amount in Rs.)
1.	Unsecured creditors present personally	30	8,72,09,159.61
2.	Unsecured creditors present by proxy	10	34,66,293.45
	<b>Total</b>	<b>40</b>	<b>9,06,75,453.06</b>

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That 40 unsecured creditors valuing Rs. 9,06,75,453.06 were present in person or through proxy at the NCLT Convened Meeting of the Unsecured Creditors; out of which, 39 unsecured creditors valuing Rs. 8,97,13,753.06 cast their vote and 1 unsecured creditors valuing Rs. 9,61,700.00 did not cast their vote at the meeting. From among 39 unsecured creditors who cast their vote, 1 vote valuing Rs. 52,891.00 has been considered as invalid due to not given any assent or dissent in their ballot paper.

Chairman appointed for the meeting ascertained the quorum and thereafter adjourned the meeting for want of quorum for half an hour. After half an hour quorum was re-ascertained and thereafter meeting was opened for the creditor present in the meeting.

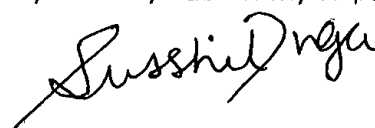
The Unsecured Creditors of the Company were allowed to vote by way of Ballot Paper at the Meeting.

**The following Resolution was put for vote**

**"RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification and re-enactments thereof for the time being in force, and subject to the relevant provisions of the Memorandum & Articles of Association of the Company and subject to the approval of National Company Law Tribunal, Jaipur Bench ("Tribunal") and subject to such requisite approvals of the concerned Stock Exchanges in accordance with the regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India or any other relevant authority from time to time to the extent applicable and subject to such approvals, consents, permissions and sanctions of appropriate authorities as may be necessary/required and subject to such conditions as may be prescribed, directed or made by any of them while granting such approvals, consents and permissions, and further based on Share Entitlement Report dated January 8, 2018 from M/s. Bansal Abinav & Co., Chartered Accountants, fairness opinion dated January 9, 2018 from Finshore Management Services Limited, Merchant Banker and Certificate dated January 11, 2018 in accordance with Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 obtained from M/s Chaturvedi & Partners, Statutory Auditors of the Company, regarding the accounting treatment being followed in the Scheme is in compliance with all the applicable Accounting Standards and on the recommendation of the Audit Committee and other relevant documents placed before it, the consent and approval of the Equity Shareholders be and is hereby accorded for the Demerger of Finance & Investment Undertaking of APM Industries Limited ('Demerged Company") into APM Finvest Limited ("Resulting Company") with 1<sup>st</sup> April, 2018 as the Appointed Date.

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Tribunal, while sanctioning the arrangement embodied in the Scheme, or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise in giving effect to the Scheme, including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper."

In respect of Votes Cast by Unsecured Creditors (present in person or by proxy or through Authorised Representative) by Ballot Paper at Meeting on the resolution proposed in the Notice dated October 26, 2018 and mentioned above, I hereby submit my Report as under:



**A. Votes in Favour Of Resolution:**

No. of Unsecured Creditors Present and voting (person or by proxy or by authorized representative)	Value of vote cast by unsecured creditors	% of value of total	votes cast
<b>39</b>	<b>9,06,22,562.06</b>	<b>99.94%</b>	

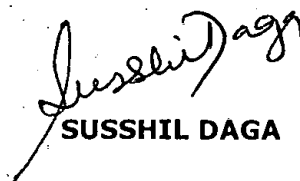
**b) Votes against the Resolution**

No. of Unsecured Creditors Present and voting (person or by proxy or by authorized representative)	Value of vote cast by unsecured creditors	% of value of total	votes cast
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	

**c) Invalid Votes**

No. of Unsecured Creditors Present and voting (person or by proxy or by authorized representative)	Value of vote cast by unsecured creditors	% of value of total	votes cast
<b>1</b>	<b>52,891.00</b>	<b>0.06%</b>	

The Compliance with the relevant provisions of the Companies Act, 2013, Rules there under and the Order of the NCLT dated October 26, 2018, in relation to voting in person or by proxy or by authorized representative at the NCLT convened Meeting on the proposed resolution is the responsibility of the management. My responsibility as a scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and render the scrutinizer's report, based on information provided by the management of the APM INDUSTRIES LIMITED.

**09.12.2018****Jaipur****SUSSHIL DAGA****B.Com, FCS, LL.B  
FCS: 9567**

## Annexure A

## List of Unsecured Creditors Present Through Proxy

Sr. No.	Name of Unsecured Creditor	Amount Due as on 31.05.2018	%	Proxy appointed
1	HEMKUNT INDUSTRIES	288,708.81	0.26	SURENDRA KUMAR SHARMA
2	S.R. PLASTIC INDUSTRIES	514,350.93	0.47	SURENDRA KUMAR SHARMA
3	AYUSH AGENCIES	327,296.60	0.30	SURENDRA KUMAR SHARMA
4	S&S METAL FABZ	877,843.06	0.79	SURESH CHAND VERMA
5	MAHESH CHEMICAL INDUSTRIES	185,803.00	0.17	SURESH CHAND VERMA
6	RAM PHOOL CONTRACTOR	2,000.00	0.00	SURESH CHAND VERMA
7	SHEEL SCIENTIFIC SUPPLIER	531,610.42	0.48	MAHAVIR PRASAD SHARMA
8	JAIN ENGINEERS	48,191.20	0.04	SURESH CHAND VERMA
9	ENGINEERS INDIA	345,268.68	0.31	SURESH CHAND VERMA
10	ALLIANZ BUSINESS CORPORATION	345,220.75	0.31	RANJEET JHA
	<b>TOTAL</b>	<b>34,66,293.45</b>	<b>3.14</b>	

*Sushil Daga*

**List of Unsecured Creditors Present in person**

<b>Sr. No.</b>	<b>Name of Unsecured Creditor</b>	<b>Amount Due as on 31.05.2018</b>	<b>%</b>
1	RAJGARHIA LEASING & FINANCIAL SERVECES PVT LTD	56,055,616.00	50.76
2	VIJAY KUMAR ARUN KUMAR	721,896.00	0.65
3	ADICHWAL INDUSTRIES	166,728.04	0.15
4	MOHIT DYESTUFF PVT LTD	1,816,501.78	1.64
5	TEXSOL CHEMISOL (P) LTD	393,648.00	0.36
6	SANJAY ELECTRICALS	20,557.11	0.02
7	TRISHUL OVERSEAS	20,862.40	0.02
8	KHANDELWAL TRADING COMPANY	743,423.63	0.67
9	CHEMTEX ENTERPRISES	423,395.92	0.38
10	SHRI MEENAKSHI INDUSTRIES	50,424.20	0.05
11	JAI NARAIN FABTECH PVT LTD	1,241,292.00	1.12
12	PERFECT ENGINEERING SERVICES	62,775.27	0.06
13	LAVANYA ENTERPRISES	31,912.32	0.03
14	ARUMANI TRADERS	320,038.87	0.29
15	SHREE SHYAM TRADERS	152,934.40	0.14
16	PARDEEP TRADING COMPANY	1,793,204.65	1.62
17	PACIFIC TEXCHEM PVT LTD	961,700.00	0.87
18	ARIHANT TEXTILE	159,590.86	0.14

*Suseli Daga*

	TRADERS		
19	YOGESH CHAND SHARMA	538,201.00	0.49
20	AJAY SHARMA	110,085.00	0.10
21	BLS ECOTECH LTD	3,639,338.29	3.30
22	S.K. AGENCIES	875,996.00	0.79
23	M.K.ENTERPRISES	231,539.93	0.21
24	PULCRA CHEMICAL INDIA PVT LTD	884,385.69	0.80
25	ASSOCIATED MARKETING	9,407.81	0.01
26	SHIVA TEXTFABS LTD	14,252,786.94	12.91
27	JB ECOTEX LLP	1,380,161.50	1.25
28	BALAJI ENTERPRISES	52,891.00	0.05
29	S.KUMAR INTERNATIONAL	61,602.00	0.06
30	GANPATI SYNTHETICS	36,263.00	0.03
	<b>TOTAL</b>	<b>8,72,09,159.61</b>	<b>78.97</b>

*Susshi Dagar*