

Date: 24th December, 2018

BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai-400 001

Sub: Declaration of Results of Postal Ballot (including remote E-voting)

Reference: Scrip Code: 541133

Dear Sir/Madam,

This has reference to our earlier letter dated 14th November, 2018, wherein the Company has duly intimated to the Stock Exchange(s) about seeking the consent of the members by way of ordinary resolution and special resolution vide post ballot / electronic voting with respect to the following items of business:

1. Increase in Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association of the Company: Ordinary Resolution.
2. Issue of Equity shares to the Promoters/persons belonging to the Promoters Group/persons other than the Promoters and Promoters Group on preferential basis: Special Resolution.

In this regard, we wish to inform you that pursuant to provisions of Sections 108 & 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the members of the Company have passed the above said Resolutions 1 and 2 with requisite majority as stated in the Postal Ballot Notice dated 14th November, 2018. The Resolutions in the Notice dated 14th November, 2018 will be deemed to be passed on 22nd December, 2018 i.e. the last date of receipt of duly completed Postal ballot forms and e-voting.

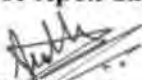
Further, pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the voting results by postal ballot (including e-voting) (**Annexure - 1**) along with scrutinizer's report (**Annexure-2**) and the amended certified copy of Memorandum of Association (**Annexure-3**). The same has been also uploaded on the Company's website at www.apexfinancials.in.


This is for your kind information and record please.

Thanking you.

Yours faithfully,

For Apex Capital and Finance Limited


(Phil Jha)
Company Secretary
ICSI M. No.: 20850



Encl: As above

APEX CAPITAL AND FINANCE LIMITED
(Formerly Apex Home Finance Limited)



Annexure-1

Format for Voting Results

Date of the AGM/EGM	Postal Ballot/E-voting period – 23 rd November, 2018 to 22 nd December, 2018
Total number of shareholders on record date	134 shareholders
<u>No. of shareholders present in the meeting either in person or through proxy:</u>	
Promoters and promoter Group: Public:	Not Applicable
<u>No. of Shareholder attended the meeting through Video Conferencing:</u>	
Promoters and Promoters Group: Public:	Not Applicable

Resolution No. 1: Increase in Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association of the Company-Bv Ordinary Resolution:

Whether promoter/ promoter group are interested in the agenda/resolution?				No			
Promoter/Public *	Mode of voting	No. of shares held (1)	No. of votes polled (2)	No. of Votes-in favour (3)	No. of Votes-against (4)	% of Votes in favour on votes polled (5)= [(3)/(2)]*100	% of Votes against on votes polled (6)= [(4)/(2)]*100
Promoter and Promoter Group	E-Voting	43,22,448	43,22,448	43,22,448	-	100.00	0.00
	Postal Ballot		-	-	-	-	-
	Total		43,22,448	43,22,448	-	100.00	0.00
Public-Institutional holders	E-Voting	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-
	Total		-	-	-	-	-
Public-Others	E-Voting	15,97,530	15,96,383	15,96,382	1	100.00	0.00
	Postal Ballot		-	-	-	-	-
	Total		15,96,383	15,96,382	1	100.00	0.00
Total		59,19,978	59,18,831	59,18,830	1	100.00	0.00

For Apex Capital and Finance Limited

CIN-L65910DL1985PLC021241
 Regd. Office: L-5&6, Green Park Extension, New Delhi – 110016
 Email: contact@apexfinancials.in; Website: www.apexfinancials.in
 Tele-Fax: +91 11 40348775

APEX CAPITAL AND FINANCE LIMITED
(Formerly Apex Home Finance Limited)



Resolution No. 2: Issue of Equity Shares to the promoters/persons belonging to the Promoters Group/persons other than the Promoters and Promoters Group on preferential basis-Bv Special Resolution:

Whether promoter/ promoter group are interested in the agenda/resolution?				Yes			
Promoter/Public *	Mode of voting	No. of shares held (1)	No. of votes polled (2)	No. of Votes-in favour (3)	No. of Votes-against (4)	% of Votes in favour on votes polled (5)= [(3)/(2)]*100	% of Votes against on votes polled (6)= [(4)/(2)]*100
Promoter and Promoter Group	E-Voting	43,22,448*				-	
	Postal Ballot						
	Total						
Public-Institutional holders	E-Voting	-				-	
	Postal Ballot						
	Total						
Public-Others	E-Voting	15,97,530	15,96,383	15,96,382	1	100.00	0.00
	Postal Ballot		-	-	-	-	-
	Total		15,96,383	15,96,382	1	100.00	0.00
Total		59,19,978	15,96,383	15,96,382	1	100.00	0.00

*Though the Promoters/Promoters Group have voted in favour of the resolution, but the same may be treated as invalid as they are interested in the above said resolution. Hence nothing has been reported in the above said columns.

For Apex Capital and Finance Limited


 Company Secretary & Compliance Officer



SCRUTINIZER'S REPORT

(Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

To,

The Chairman
APEX CAPITAL AND FINANCE LIMITED
(FORMERLY APEX HOME FINANCE LIMITED)
 L-5 & 6, Green Park Extension,
 New Delhi - 110 016

Dear Sir,

Sub.:Scrutinizer's Report on e - voting and Postal Ballot conducted pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014

I, Ajit Kumar Mishra, Proprietor of **AJIT MISHRA & ASSOCIATES**, Company Secretaries (M.N. FCS 9703, C.P. No. 20737) Firm having its office at 182- Shubham, Pocket-4, Sector-12, Dwarka, New Delhi- 110075, have been appointed as a Scrutinizer of Apex Capital and Finance Limited (Formerly Apex Home Finance Limited) ("the Company") pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, for the purpose of Scrutinizing the e-voting and Postal Ballot process in a fair and transparent manner and ascertaining the requisite majority on e-voting and Postal Ballot carried out as per the provision of Companies Act, 2013 on the below mentioned resolution(s), We submit our report as under:

1. The e-voting period remained open from **23rd November, 2018 (9:00 A.M.) to 22nd December, 2018 (5:00 P.M.)**.
2. The shareholders holding shares as on the "cut off" date i.e. **16th November, 2018** were entitled to vote on the proposed resolutions as set out in the Notice of Postal Ballot Dated 14th November, 2018 of Apex Home Finance Limited
3. The votes were unblocked on 22nd December 2018 after 5.00 P.M. in the presence of two witnesses, who are not in the employment of the Company.

Page 1 of 4





4. Thereafter, the details, containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of **M/s. National Securities Depository Limited**.
5. The total number of valid Ballots received (Electronic & Physical) were 51 for 5918831 votes.
6. The results of the voting is as under:

A) Resolution 1: Increase in Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association.

Ordinary resolution:

(i) **Voted in favour of the resolution:**

Particulars	Number of Members voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-voting	50	5918830	100
Postal Ballot	0	0	00
Total	50	5918830	100

(ii) **Voted against the resolution:**

Particulars	Number of Members voted	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	1	1	0.000
Postal Ballot	0	0	0
Total	1	1	0.000

(iii) **Invalid Votes:**

Particulars	Total number of members whose votes were declared invalid	Total numbers of votes cast by them
E-voting	0	0
Postal Ballot	0	0
Total	0	0





Resolution 2:- Issue of Equity shares to the Promoters / person belonging to the Promoters Group / person other than Promoters and Promoters Group on preferential basis.

Special resolution:

(i) Voted in favour of the resolution:

Particulars	Number of Members voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-voting	50	5918830	---
Postal ballot	0	0	---
Less: votes of promoters and promoters' group**	7	4322448	---
Total no of valid votes	43	1596382	100
Total Vote in favour of resolution	43	1596382	100

** Since Promoters/Promoters Group are interested in the above said resolution.

(ii) Voted against the resolution:

Particulars	Number of Members voted	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	1	1	0.00
Postal Ballot	0	0	-
Total	1	1	0.00

(iii) Invalid Votes:

Particulars	Total number of members whose votes were declared invalid	Total numbers of votes cast by them
E-voting	0	0
Postal Ballot	0	0
Total	0	0






7. Our responsibility as scrutinizer for physical postal ballot and remote e-voting is restricted to making a Scrutinizers Report of the votes cast in favour or against the resolutions.
8. The register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes and the same are handed over to the Company Secretary for safe keeping.

Thanking You,

Yours faithfully,

**For Ajit Mishra & Associates
Company Secretaries**


**(A K Mishra)
Proprietor
C.P. No. 20737
M. No. FCS-9703**



Place: New Delhi
Dated: 24th December, 2018

