

**COMBINED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING AND E-VOTING AT THE ANNUAL  
GENERAL MEETING**

[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

39<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of

**Apex Capital and Finance Limited**

(CIN L65910DL1985PLC021241)

Held on Thursday, September 26, 2024 at 3.30 P.M. (IST)

Through video conferencing (VC)/ other audio-visual means (OAVM)

**Dear Sir,**

I, **Shesdev Behera**, Proprietor of S. Behera & Co., a firm of Company Secretaries having office at S-1/ 3&4, 1<sup>st</sup> Floor, Green Park Extension, Near Uphaar Cinema, New Delhi- 110 016, was appointed as the Scrutinizer by the Board of Directors of **Apex Capital and Finance Limited** (The Company) for the purpose of scrutinizing the remote e-voting process and the e-voting conducted at the 39<sup>th</sup> Annual General Meeting in a fair and transparent manner and for the purpose of ascertaining the requisite majority on the remote e-voting and e-voting on the resolution(s) as set out in the notice convening the 39<sup>th</sup> Annual General Meeting of the company held on Thursday the 26<sup>th</sup> day of September, 2024 at 3.30 P.M.(IST) through video conferencing (VC) / Other Audio Visual Means (OAVM) in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20of the Companies (Management and Administration) Rules, 2014 (as Amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and General Circular No. 14/ 2020, 17 / 2020,20/2020,22/2020, 2/2021, 20/2021, 21/2021,2/2022, 3/2022 and 11/2022 dated 08.04.2020, 13.04.2020, 05.05.2020, 15.06.2020, 13.01.2021, 08.12.2021,14.12.2021, 05.05.2022 and 28.12.2022 respectively issued by the Ministry of Corporate Affairs ("MCA Circulars").

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting rights through electronic means (by remote e-voting) by the shareholders on the resolution proposed in the notice of the 39<sup>th</sup>Annual General Meeting of the Company is the responsibility of the management. My responsibility, as Scrutinizer for the remote e-voting process and for the e-voting at the 39<sup>th</sup>Annual General Meeting, is restricted to the preparation of a Scrutinizers' Report on the votes cast "in favour" or "against "the resolution(s) as set out in Item No. 1,Item No.2 and Item No. 3in the Notice convening the 39<sup>th</sup>Annual General meeting of the company



held on dated 26<sup>th</sup>September, 2024, based on the reports generated from the e-voting system provided by National Securities Depository Ltd. (NDSL).

2. I hereby submit combined scrutinizers' report on all the resolutions contained in the notice of the aforesaid Annual General Meeting.
3. The remote e-voting commenced on Monday, 23<sup>rd</sup>day of September, 2024 at 09:00 A.M. and ends on Wednesday, 25<sup>th</sup>Day of September, 2024 at 05:00 P.M
4. Upon the commencement of the 39<sup>th</sup>Annual General meeting, the e-voting platform was activated to enable the shareholders who were present in the said meeting through video conferencing/ other audio visual means and who had not cast their votes on the resolutions through remote e-voting to vote through e-voting facility at the meeting. The e-voting facility provided at the meeting was disabled at the conclusion of the 39<sup>th</sup>Annual General Meeting.
5. I, as the Scrutinizer, unblocked the votes cast by the Shareholders of the company through the e-voting process, on the 26<sup>th</sup>day of September, 2024at 05.32 P.M in the presence of two witness who are not in employment of the company in accordance with Rule 20(4) Clause xii of the Companies (Management and Administration) Rules, 2014 (as Amended).

#### ITEM NO. -1: ORDINARY BUSINESS

#### CONSIDERATION AND ADOPTION OF THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup>MARCH, 2024 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON:

Consideration and adoption of the Audited Financial Statements of the company for the financial year ended 31<sup>st</sup>March, 2024 and the Reports of the Board of Directors and Auditors thereon.

#### VOTES CAST IN FAVOUR OF THE RESOLUTION

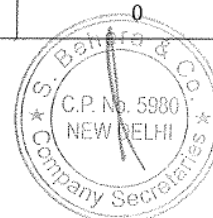
Mode of Voting	Number of Members voted through electronic means	Number Votes Cast	Percentage of Total Number of valid votes cast
Remote E-voting	29	51,55,028	99.999
E-voting at the AGM	4	35	0.001
<b>Total Voting</b>	<b>33</b>	<b>51,55,063</b>	<b>100</b>

#### VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number Votes Cast	Percentage of Total Number of valid votes cast
Remote E-voting	6	15	0.0002
E-voting at the AGM	0	0	0
<b>Total Voting</b>	<b>6</b>	<b>15</b>	<b>0.0002</b>

#### INVALID VOTES

Mode of Voting	Total Number of Members whose votes were declared INVALID	Number Votes Cast
Remote E-voting	0	0
E-voting at the AGM	0	0
<b>Total Voting</b>	<b>0</b>	<b>0</b>



**ITEM NO. -2: ORDINARY BUSINESS****RE-APPOINTMENT OF SH. SANDEEP KUMAR, DIRECTOR (DIN-02767062), WHO RETIRES BY ROTATION:**

Re-appointment of Sh. Sandeep Kumar (DIN: 02767062) as a Director on retirement by rotation.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members voted through electronic means	Number Votes Cast	Percentage of Total Number of valid votes cast
Remote E-voting	29	51,55,028	99.999
E-voting at the AGM	4	35	0.001
<b>Total Voting</b>	<b>33</b>	<b>51,55,063</b>	<b>100</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members voted through electronic means	Number Votes Cast	Percentage of Total Number of valid votes cast
Remote E-voting	6	15	0.0002
E-voting at the AGM	0	0	0
<b>Total Voting</b>	<b>6</b>	<b>15</b>	<b>0.0002</b>

**INVALID VOTES**

Mode of Voting	Total Number of Members whose votes were declared INVALID	Number Votes Cast
Remote E-voting	0	0
E-voting at the AGM	0	0
<b>Total Voting</b>	<b>0</b>	<b>0</b>

**ITEM NO. -3: SPECIAL BUSINESS****ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION OF THE COMPANY IN ACCORDANCE WITH COMPANIES ACT, 2013:**

Adoption of new set of Memorandum of Association.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members voted through electronic means	Number Votes Cast	Percentage of Total Number of valid votes cast
Remote E-voting	29	51,55,028	99.999
E-voting at the AGM	4	35	0.001
<b>Total Voting</b>	<b>33</b>	<b>51,55,063</b>	<b>100</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members voted through electronic means	Number Votes Cast	Percentage of Total Number of valid votes cast
Remote E-voting	6	15	0.0002
E-voting at the AGM	0	0	0
<b>Total Voting</b>	<b>6</b>	<b>15</b>	<b>0.0002</b>



**INVALID VOTES**

Mode of Voting	Total Number of Members whose votes were declared INVALID	Number Votes Cast
Remote E-voting	0	0
E-voting at the AGM	0	0
Total Voting	0	0

Based on the Scrutinizers' Report Resolution Nos. 1, 2 and 3 have been duly passed with requisite majority.

Thanking You,

**For S. Behera & Co.  
Company Secretaries**

**Sheshev Behera  
Prop.**

**M No. F8428  
CP No. 5980**

**UDIN: F008428F001346006**

Date: 27<sup>th</sup> September, 2024  
Place: New Delhi



A handwritten signature in black ink, followed by a circular stamp for Apex Capital and Finance Limited. The stamp text includes "APEX CAPITAL AND FINANCE LIMITED" and "NEW DELHI".

**(Ramesh Shah)  
Chairman of the meeting**