

**COMBINED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING AND E-VOTING AT THE  
EXTRA-ORDINARY 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

Extra-Ordinary General Meeting (EGM) of the Equity Shareholders of

Apex Capital and Finance Limited

(CIN L65910DL1985PLC021241)

Held on Monday, July 29, 2024 at 4.00 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 Extra-Ordinary 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 Extra-Ordinary General Meeting of the company held on Monday the 29<sup>th</sup> day of July, 2024 at 4.00 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 20 of 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").

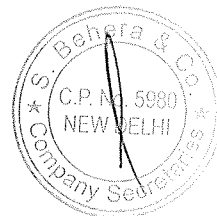


1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting rights through electronic means (by remote e-voting) by the shareholders on the resolution proposed in the notice of the Extra-Ordinary General Meeting of the Company is the responsibility of the management. My responsibility, as Scrutinizer for the remote e-voting process and for the e-voting at the Extra-Ordinary 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. 3 in the Notice convening the Extra-Ordinary General meeting of the company held on dated 29<sup>th</sup> July, 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 Extra-Ordinary General Meeting.
3. The remote e-voting commenced on Thursday, 25<sup>th</sup> day of July, 2024 at 09:00 A.M. and ended on Sunday, 28<sup>th</sup> Day of July, 2024 at 05:00 P.M.
4. Upon the commencement of the Extra-Ordinary 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 Extra-Ordinary General Meeting.
5. I, as the Scrutinizer, unblocked the votes cast by the Shareholders of the company through the e-voting process, on the 29<sup>th</sup> day of July, 2024 at 05.00 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 RESOLUTION**

##### **APPROVAL FOR INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY:**

Increase the authorized share capital of the Company from Rs.6,00,00,000/- (Rupees Six Crores Only ) divided into 60,00,000 (Sixty Lakhs Only) Equity Shares of Rs. 10/- each (Rupees Ten Only) to Rs. 30,00,00,000/- (Rupees Thirty Crores only) divided into 3,00,00,000 (Three Crores Only) Equity Shares of Rs. 10/- each by creating additional 2.40,00,000 (Two Crore Forty Lakhs Only) Equity Shares of Rs. 10/- each ranking pari-passu in all respects with the existing Equity Shares of the Company.



**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	36	5146321	99.99
E-voting at the AGM	0	0	0
<b>Total Voting</b>	<b>36</b>	<b>5146321</b>	<b>99.99</b>

**VOTES CAST AGAINST THE RESOLUTION**

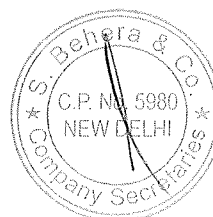
Mode of Voting	Number of Members voted through electronic means	Number Votes Cast	Percentage of Total Number of valid votes cast
Remote E-voting	1	4	0.01
E-voting at the AGM	0	0	0
<b>Total Voting</b>	<b>1</b>	<b>4</b>	<b>0.01</b>

**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: SPECIAL RESOLUTION****AMENDMENT TO ARTICLES OF ASSOCIATION OF THE COMPANY:**

Clause 10 of Articles of Association of the Company be and is hereby altered by addition of following sub-clause "e" in addition to the existing sub-clauses of Clause 10 of the Articles of Association of the Company.

**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 in favour
Remote E-voting	36	5146321	99.99
E-voting at the AGM	0	0	0
<b>Total Voting</b>	<b>36</b>	<b>5146321</b>	<b>99.99</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 against
Remote E-voting	1	4	0.01
E-voting at the AGM	0	0	0
<b>Total Voting</b>	<b>1</b>	<b>4</b>	<b>0.01</b>

**INVALID VOTES**

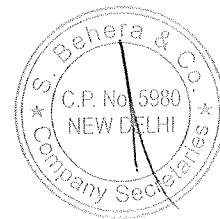
Mode of Voting	Total Number of Members whose votes were declared INVALID	Number Votes Cast
Remote E-voting	0	0
E-voting at the AGM	0	0
<b>Total Voting</b>	<b>0</b>	<b>0</b>

**ITEM NO. -3: SPECIAL RESOLUTION**

**ISSUANCE OF CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS**

Issuance of upto 76,00,000 (Seventy Six Lakhs) Convertible Warrants ("Warrants"), for cash at an issue price of Rs. 125/- (Rupees One Hundred and Twenty Five Only) (including a premium of Rs. 115/- (Rupees One Hundred and Fifteen Only) ("Warrant Issue Price") per warrant each carrying a right to subscribe to one Equity Share of Rs. 10/- each of the Company ("Equity Share") per Warrant, exercisable by the Warrant holder in one or more tranches, within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating to Rs. 95,00,00,000/- (Rupees Ninety Five Crores only).

**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 in favour
Remote E-voting	36	5146321	99.99
E-voting at the AGM	0	0	0
<b>Total Voting</b>	<b>36</b>	<b>5146321</b>	<b>99.99</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 against
Remote E-voting	1	4	0.01
E-voting at the AGM	0	0	0
<b>Total Voting</b>	<b>1</b>	<b>4</b>	<b>0.01</b>

**INVALID VOTES**

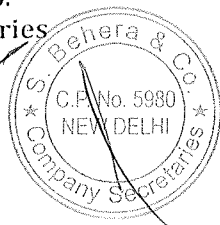
Mode of Voting	Total Number of Members whose votes were declared INVALID	Number Votes Cast
Remote E-voting	0	0
E-voting at the AGM	0	0
<b>Total Voting</b>	<b>0</b>	<b>0</b>

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

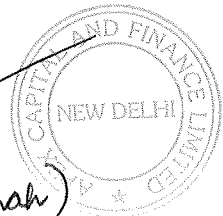
Thanking You,

For S. Behera & Co.  
Company Secretaries

Shesdev Behera  
Prop.  
M No. F8428  
CP No. 5980



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



UDIN: F008428F000854306

Date: 30<sup>th</sup> July, 2024  
Place: New Delhi