S. Behera & Co.
Company Secretaries

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

[Pursuant to Section 108 of the Companies Act 2013read 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
40th Annual General Meeting (AGM) of the Equity Shareholders of
Apex Capital and Finance Limited
(CIN L65910DL1985PLC021241)
Held on Friday, September 26, 2025 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 3rd Floor, South Block, 1, Arjun Nagar, Safdarjung Enclave, Ch. Harsukh Marg, New Delhi- 110 029, 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 40th 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 40th Annual General Meeting of the company held on Friday the 26th day of September, 2025 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 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, 05.05.2022and 28.12.2022respectivelyissued 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 40th 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 40th 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, Item No. 3, Item No. 4 and Item No. 5 in the Notice convening the 40th Annual General meeting of the company held on dated 26th September, 2025, based on the reports generated from the e-voting system provided by National Securities Depository Ltd. (NDSL).

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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 Tuesday, 23rd day of September, 2025 at 09:00 A.M. and ends on Thursday, 25th Day of September, 2025 at 05:00 P.M
4. Upon the commencement of the 40th 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 40th 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 26th day of September, 2025 at 05.40 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 31ST MARCH, 2025 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 31stMarch, 2025 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	31	5155150	99.999
E-voting at the AGM	--	--	--
Total Voting	**31**	**5155150**	**99.999**

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	14	0.001
E-voting at the AGM	--	--	--
Total Voting	**6**	**14**	**0.001**

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

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ITEM NO. -2: ORDINARY BUSINESS

RE-APPOINTMENT OF SH. SUMIT CHOUDHARY, DIRECTOR (DIN-02586702), WHO RETIRES BY ROTATION:

Re-appointment of Sh. Sumit Choudhary (DIN: 02586702) 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	31	5155150	99.999
E-voting at the AGM	--	--	--
Total Voting	**31**	**5155150**	**99.999**

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	14	0.001
E-voting at the AGM	--	--	--
Total Voting	**6**	**14**	**0.001**

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

ITEM NO. -3: SPECIAL BUSINESS

APPOINTMENT OF SH. SURINDER SINGH KOHLI AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY WHO IS ABOVE THE AGE OF 75 YRS:

Appointment of Sh. Surinder Singh Kohli (DIN: 00169907) as Non-executive Independent Director of the Company who is above the age of 75 yrs.

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	31	5155150	99.999
E-voting at the AGM	--	--	--
Total Voting	**31**	**5155150**	**99.999**

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	14	0.001
E-voting at the AGM	--	--	--
Total Voting	**6**	**14**	**0.001**

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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

ITEM NO. -4: SPECIAL BUSINESS

TO APPROVE THE REMUNERATION OF SH. SHEKHAR SINGH, MANAGING DIRECTOR OF THE COMPANY (DIN: 00039567):

To approve the remuneration of Sh. Shekhar Singh, Managing Director of the Company (DIN: 00039567).

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	31	5155150	99.999
E-voting at the AGM	--	--	--
Total Voting	**31**	**5155150**	**99.999**

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	14	0.001
E-voting at the AGM	--	--	--
Total Voting	**6**	**14**	**0.001**

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

ITEM NO. -5: SPECIAL BUSINESS

APPOINTMENT OF M/S S. BEHERA & CO., COMPANY SECRETARIES AS SECRETARIAL AUDITORS AND FIX THEIR REMUNERATION:

Appointment of M/s S. Behera & Co., Company Secretaries as secretarial auditors and fix their remuneration.

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	31	5155150	99.999
E-voting at the AGM	--	--	--
Total Voting	**31**	**5155150**	**99.999**

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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	14	0.001
E-voting at the AGM	--	--	--
Total Voting	**6**	**14**	**0.001**

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, 3, 4 and 5 have been duly passed with requisite majority.

Thanking You,

For S. Behera & Co.
Company Secretaries

S. Behera & Co. C.P. No. 5980 NEW DELHI Company Secretaries

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

UDIN: F008428G001358480

APEX CAPITAL AND FINANCE LIMITED NEW DELHI

(Ramesh Shah)
Chairman of the meeting.

Date: 26th September,2025
Place: New Delhi