

**CS Anand S. Lavingia**  
**ACS, LL.b (Spl.). B. Com**  
**Practicing Company Secretary**

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To,  
The Chairman of the Annual General Meeting  
**Amrapali Industries Limited**  
19, 20, 21, Third Floor,  
Narayan Chambers, Behind Patang Hotel,  
Ashram Road, Ahmedabad – 380 006

Dear Sir,

**Sub: Declaration of Consolidated Results of Remote E-voting and Physical voting through Ballot Papers in respect of businesses set forth in the notice of 29<sup>th</sup> Annual General Meeting of members of the Amrapali Industries Limited held on Friday, September 29, 2017 at 04.00 P.M. at the registered office of the Company.**

I, Anand S. Lavingia, Practicing Company Secretary, have been appointed as a Scrutinizer of **Amrapali Industries Limited** ("the Company"), pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, for the purpose of scrutinizing the remote e-voting and physical voting through ballot papers in respect of businesses set forth in the notice of 29<sup>th</sup> Annual General Meeting ("AGM") of the Company, in a fair and transparent manner.

**Responsibility of the Management of the Company**

The Management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made there under and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to remote e-voting and physical voting through ballot papers on the resolution contained in the aforesaid notice to the AGM of the members of the company.

**Responsibility of Scrutinizer**

My responsibility, as a scrutinizer, is to ensure and scrutinize the voting done through remote e-voting and physical voting through ballot papers in a fair and transparent manner and to make a consolidated scrutinizer's report of the votes cast "in favour" or "against" the resolution, based on the reports generated from the remote e-voting system of Central Depository Services (India) Limited (CDSL) and on physical voting through ballot papers.

As per the Notice of AGM, below mentioned businesses were proposed for the approval of Members through Remote E-voting and physical ballot paper at the AGM;

1. **Ordinary Resolution** for receiving, considering and adopting audited financial statement of account for the financial year ended on March 31, 2017 and the reports of the Director's and the Auditor's thereon;
2. **Ordinary Resolution** for appointment of a Director in place of Mr. Rashmikant Thakkar (DIN: 00071144), Whole Time Director of the Company, who retires by rotation and being eligible, seeks re-appointment;

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Office No. 415-416 4<sup>th</sup> Floor, Pushpam Complex, Opp. Seema Hall, Anand Nagar Road,  
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3. **Ordinary Resolution** for appointment of Statutory Auditor and to fix their remuneration;
4. **Ordinary Resolution** to Approve Cost of sending communication to Shareholders as per preferred mode

**I hereby report as under;**

1. On the basis of the register of members and the list of beneficiary owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on September 06, 2017, the Company completed dispatch of the Notice of the AGM;
  - Through E-Mails to the members whose E-Mail ID's are registered with the Company / Depository Participants on September 06, 2017;
  - Through permitted mode (in physical) to other members on or before September 04, 2017.
2. The Company has also placed the Notice of AGM on the Web site of the Company viz. [www.amrapalispot.com](http://www.amrapalispot.com) as well as web Site of E-voting Agency [www.evotingindia.com](http://www.evotingindia.com).
3. The Company has given the news paper advertisement for date and time of commencement and end of remote e-voting in, Book Closure and Annual General Meeting in;
  - A. Western Times (Vernacular Language - Gujarati) on September 07, 2017 &
  - B. Western Times (English Language) on September 07, 2017.
4. The Shareholders holding Shares as on the "Cut off" date, i.e. September 22, 2017 were entitled to vote through remote e-voting and at the AGM through Physical ballot papers on the businesses mentioned in the Notice of AGM of the Company.
5. In terms of the aforesaid Notice, remote e-voting was open for three days which commenced on Tuesday, September 26, 2017 at 9.00 A.M. and ended on Thursday, September 28, 2017 at 05:00 P.M. and members of the Company, holding Equity Shares of the Company as on Friday, September 22, 2017, were eligible to cast their votes electronically, conveying their assent or Dissent in respect of the ordinary or special businesses, as the case may be, through remote e-voting platform provided by CDSL.
6. At the venue of Annual General Meeting, the Company has provided the facility of voting at the meeting through physical ballot papers to those Shareholders who were present at the Meeting and had not voted through remote e-voting platform.
7. After the conclusion of voting at the Annual General Meeting, I first counted the Vote cast at the meeting through physical ballots papers and thereafter unblocked the votes cast through remote e-voting on Thursday, September 29, 2017 around 5:28 p.m., after the completion of voting at the Annual General Meeting, in the presence of two witnesses, namely, Mr. Rajesh Lachhwani and Mr. Vikram Desai, who are not in employment of the Company.
8. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the website of CDSL E-voting System and voting through physical ballot paper at the AGM.

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9. The consolidated results of remote e-voting and physical ballot papers voting in respect of resolutions placed in the notice of AGM held on September 29, 2017 is **annexed herewith**.
10. The Register, all other papers and relevant records relating to remote e-voting and voting at the AGM through physical ballot papers shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary of the Company.
11. The result of the voting by members through remote e-voting and physical ballots at the AGM in respect of the above mentioned businesses may, accordingly, be declared by the Chairman or any other Authorized Person, as decided by the Board of Directors of the Company and who has also countersigned this report.

Place: Ahmedabad

Date : September 29, 2017

Signature :

Name of Company Secretary : Anand S. Lavingia

ACS No.: 26458 C. P. No.: 11410

**Declaration**


We, the undersigned witnesseth that;

1. The physical ballot papers were opened in our presence;
2. The remote e-voting result/list was unblocked and downloaded from the CDSL website ([www.evotingindia.com](http://www.evotingindia.com)) in our presence at 05:28 p.m. on September 29, 2017 at the office of Mr. Anand Lavingia, the scrutinizer.

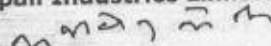
  
Witness 1:

Mr. Vikram Desai

Witness 2:

  
Mr. Rajesh Lachhwani

Countersigned by  
For Amrapali Industries Limited

  
Chairman of AGM

Annexure

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Practicing Company Secretary

Annexure

## Detailed Consolidated Results of Remote e-voting and Ballot Forms voting

### Resolution 1

To receive, consider and adopt audited financial statement of account for the financial year ended on March 31, 2017 and the reports of the Director's and the Auditor's thereon –  
**Ordinary Resolution**

| Particulars  | No. of         |          |           | No. of Votes contained in |            |                 | %             |
|--------------|----------------|----------|-----------|---------------------------|------------|-----------------|---------------|
|              | Polling Papers | E-Votes  | Total     | Polling Papers            | E-Votes    | Total           |               |
| Received     | 30             | 3        | 33        | 40853846                  | 451        | 40854297        | 100.00        |
| Assent       | 30             | 2        | 32        | 40853846                  | 205        | 40854051        | 99.99         |
| Dissent      | 0              | 1        | 1         | 0                         | 246        | 246             | 0.01          |
| Invalid      | 0              | 0        | 0         | 0                         | 0          | 0               | 0.00          |
| <b>Total</b> | <b>30</b>      | <b>3</b> | <b>33</b> | <b>40853846</b>           | <b>451</b> | <b>40854297</b> | <b>100.00</b> |

### Resolution 2

To appoint a Director in place of Mr. Rashmikanth Thakkar (DIN: 00071144), Whole Time Director of the Company, who retires by rotation and being eligible, seeks re-appointment –  
**Ordinary Resolution**

| Particulars  | No. of         |          |           | No. of Votes contained in |            |                 | %             |
|--------------|----------------|----------|-----------|---------------------------|------------|-----------------|---------------|
|              | Polling Papers | E-Votes  | Total     | Polling Papers            | E-Votes    | Total           |               |
| Received     | 30             | 3        | 33        | 40853846                  | 451        | 40854297        | 100.00        |
| Assent       | 30             | 2        | 32        | 40853846                  | 5          | 40853851        | 99.99         |
| Dissent      | 0              | 1        | 1         | 0                         | 446        | 446             | 0.01          |
| Invalid      | 0              | 0        | 0         | 0                         | 0          | 0               | 0.00          |
| <b>Total</b> | <b>30</b>      | <b>3</b> | <b>33</b> | <b>40853846</b>           | <b>451</b> | <b>40854297</b> | <b>100.00</b> |

### Resolution 3

Appointment of Statutory Auditor and to fix their remuneration – **Ordinary Resolution**

| Particulars  | No. of         |          |           | No. of Votes contained in |            |                 | %             |
|--------------|----------------|----------|-----------|---------------------------|------------|-----------------|---------------|
|              | Polling Papers | E-Votes  | Total     | Polling Papers            | E-Votes    | Total           |               |
| Received     | 30             | 3        | 33        | 40853846                  | 451        | 40854297        | 100.00        |
| Assent       | 30             | 2        | 32        | 40853846                  | 205        | 40854051        | 99.99         |
| Dissent      | 0              | 1        | 1         | 0                         | 246        | 246             | 0.01          |
| Invalid      | 0              | 0        | 0         | 0                         | 0          | 0               | 0.00          |
| <b>Total</b> | <b>30</b>      | <b>3</b> | <b>33</b> | <b>40853846</b>           | <b>451</b> | <b>40854297</b> | <b>100.00</b> |

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## Resolution 4

To Approve Cost of sending communication to Shareholders as per preferred mode – **Ordinary Resolution**

| Particulars  | No. of         |          |           | No. of Votes contained in |            |                 | %             |
|--------------|----------------|----------|-----------|---------------------------|------------|-----------------|---------------|
|              | Polling Papers | E-Votes  | Total     | Polling Papers            | E-Votes    | Total           |               |
| Received     | 30             | 3        | 33        | 40853846                  | 451        | 40854297        | 100.00        |
| Assent       | 30             | 2        | 32        | 40853846                  | 205        | 40854051        | 99.99         |
| Dissent      | 0              | 1        | 1         | 0                         | 246        | 246             | 0.01          |
| Invalid      | 0              | 0        | 0         | 0                         | 0          | 0               | 0.00          |
| <b>Total</b> | <b>30</b>      | <b>3</b> | <b>33</b> | <b>40853846</b>           | <b>451</b> | <b>40854297</b> | <b>100.00</b> |

Place: Ahmedabad

Date : September 29, 2017

Signature :

Name of Company Secretary : Anand S. Lavingia

ACS No.: 26458 C. P. No.: 11410



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| <b>Voting results</b>   |                           |
|---|---------------------------|
| Record date   | 22-09-2017                |
| Total number of shareholders on record date   | 6249                      |
| <b>No. of shareholders present in the meeting either in person or through proxy</b> |                           |
| a) Promoters and Promoter group   | 10                        |
| b) Public   | 20                        |
| <b>No. of shareholders attended the meeting through video conferencing</b>          |                           |
| a) Promoters and Promoter group   | 0                         |
| b) Public   | 0                         |
| <b>No. of resolution passed in the meeting</b>                                      | <b>4</b>                  |
| Disclosure of notes on voting results   | <a href="#">Add Notes</a> |



## Resolution (1)

| Resolution required: (Ordinary / Special)                                |                               | Ordinary  |                     |   |                          |                        |                                      |                                    |
|--|-------------------------------|---|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/promoter group are interested in the agenda/resolution? |                               | No  |                     |   |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               | To receive, consider and adopt audited financial statement of account for the financial year ended on March 31, 2017 and the reports of the Director's and the Auditor's thereon. |                     |   |                          |                        |                                      |                                    |
| Category   | Mode of voting                | No. of shares held  | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
|  |                               | (1)   | (2)                 | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group  | E-Voting                      |   | 0                   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|  | Poll                          | 3736366   | 3736366             | 100.00                                  | 373636                   | 66                     | 100.000                              | 0.0000                             |
|  | Postal Ballot (if applicable) |   |                     |   |                          |                        |                                      |                                    |
|  | <b>Total</b>                  | 3736366   | 3736366             | 100.00                                  | 373636                   | 66                     | 100.000                              | 0.0000                             |
| Public- Institutions   | E-Voting                      |   |                     |   |                          |                        |                                      |                                    |
|  | Poll                          |   |                     |   |                          |                        |                                      |                                    |
|  | Postal Ballot (if applicable) |   |                     |   |                          |                        |                                      |                                    |
|  | <b>Total</b>                  |   |                     |   |                          |                        |                                      |                                    |
| Public- Non Institutions   | E-Voting                      |   | 451                 | 0.0129                                  | 205                      | 246                    | 45.4545                              | 54.5455                            |
|  | Poll                          | 3490631   | 3490180             | 99.9871                                 | 349018                   | 0                      | 100.000                              | 0.0000                             |
|  | Postal Ballot (if applicable) |   |                     |   |                          |                        |                                      |                                    |
|  | <b>Total</b>                  | 3490631   | 3490631             | 100.00                                  | 349038                   | 5                      | 99.9930                              | 0.0070                             |
| <b>Total</b>   |                               | 4085429   | 4085429             | 100.00                                  | 408540                   | 51                     | 99.9994                              | 0.0006                             |
| <b>Whether resolution is Pass or Not.</b>                                |                               |   |                     |   |                          |                        | Yes                                  |                                    |

### Details of Invalid Votes

| Category                    | No. of Votes |
|-----------------------------|--------------|
| Promoter and Promoter Group | NIL          |
| Public Insitutions          | NIL          |
| Public - Non Insitutions    | NIL          |



## Resolution (2)

| Resolution required: (Ordinary / Special)                                |                               | Ordinary   |                     |   |                          |                        |                                      |                                    |
|--|-------------------------------|--|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/promoter group are interested in the agenda/resolution? |                               | No   |                     |   |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               | To appoint a Director in place of Mr. Rashmikanth Thakkar (DIN: 00071144), Whole Time Director of the Company, who retires by rotation and being eligible, seeks re-appointment. |                     |   |                          |                        |                                      |                                    |
| Category   | Mode of voting                | No. of shares held   | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
|  |                               | (1)  | (2)                 | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group  | E-Voting                      |  | 0                   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|  | Poll                          | 3736366  | 3736366             | 100.00                                  | 373636                   | 0                      | 100.000                              | 0.0000                             |
|  | Postal Ballot (if applicable) |  |                     |   |                          |                        |                                      |                                    |
|  | <b>Total</b>                  | 3736366  | 3736366             | 100.00                                  | 373636                   | 0                      | 100.000                              | 0.0000                             |
| Public- Institutions   | E-Voting                      |  |                     |   |                          |                        |                                      |                                    |
|  | Poll                          |  |                     |   |                          |                        |                                      |                                    |
|  | Postal Ballot (if applicable) |  |                     |   |                          |                        |                                      |                                    |
|  | <b>Total</b>                  |  |                     |   |                          |                        |                                      |                                    |
| Public- Non Institutions   | E-Voting                      |  | 451                 | 0.0129                                  | 5                        | 446                    | 1.1086                               | 98.89                              |
|  | Poll                          | 3490631  | 3490180             | 99.9871                                 | 349018                   | 0                      | 100.000                              | 0.0000                             |
|  | Postal Ballot (if applicable) |  |                     |   |                          |                        |                                      |                                    |
|  | <b>Total</b>                  | 3490631  | 3490631             | 100.00                                  | 349038                   | 5                      | 99.9872                              | 0.128                              |
| <b>Total</b>   |                               | 4085429  | 4085429             | 100.00                                  | 408540                   | 51                     | 99.89                                | 0.0006                             |
| <b>Whether resolution is Pass or Not.</b>                                |                               |  |                     |   |                          |                        | Yes                                  |                                    |

### Details of Invalid Votes

| Category                    | No. of Votes |
|-----------------------------|--------------|
| Promoter and Promoter Group | NIL          |
| Public Insitutions          | NIL          |
| Public - Non Insitutions    | NIL          |





### Resolution (3)

| Resolution required: (Ordinary / Special)                                |                               | Ordinary  |                     |   |                          |                        |                                      |                                    |
|--|-------------------------------|---|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/promoter group are interested in the agenda/resolution? |                               | No  |                     |   |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               | To appoint Statutory Auditor and to fix their remuneration. |                     |   |                          |                        |                                      |                                    |
| Category   | Mode of voting                | No. of shares held  | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
|  |                               | (1)   | (2)                 | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group  | E-Voting                      |   | 0                   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |
|  | Poll                          | 3736366   | 3736366             | 100.00                                  | 3736366                  | 0                      | 100.0000                             | 0.0000                             |
|  | Postal Ballot (if applicable) |   |                     |   |                          |                        |                                      |                                    |
|  | <b>Total</b>                  | 3736366   | 3736366             | 100.00                                  | 3736366                  | 0                      | 100.0000                             | 0.0000                             |
| Public- Institutions   | E-Voting                      |   |                     |   |                          |                        |                                      |                                    |
|  | Poll                          |   |                     |   |                          |                        |                                      |                                    |
|  | Postal Ballot (if applicable) |   |                     |   |                          |                        |                                      |                                    |
|  | <b>Total</b>                  |   |                     |   |                          |                        |                                      |                                    |
| Public- Non Institutions   | E-Voting                      |   | 451                 | 0.0129                                  | 205                      | 246                    | 45.4545                              | 54.5455                            |
|  | Poll                          | 3490631   |                     | 99.9871                                 | 3490180                  | 0                      | 100.0000                             | 0.0000                             |
|  | Postal Ballot (if applicable) |   |                     |   |                          |                        |                                      |                                    |
|  | <b>Total</b>                  | 3490631   | 3490631             | 100.00                                  | 3490385                  | 246                    | 99.9930                              | 0.0070                             |
| <b>Total</b>   |                               | 4085429   | 4085429             | 100.00                                  | 4085405                  | 246                    | 99.9994                              | 0.0006                             |
| <b>Whether resolution is Pass or Not.</b>                                |                               |   |                     |   |                          |                        | Yes                                  |                                    |

### Details of Invalid Votes

| Category                    | No. of Votes |
|-----------------------------|--------------|
| Promoter and Promoter Group | NIL          |
| Public Insitutions          | NIL          |
| Public - Non Insitutions    | NIL          |



## Resolution (4)

| Resolution required: (Ordinary / Special)                                |                               | Ordinary  |                     |   |                          |                        |                                      |                                    |         |        |
|--|-------------------------------|---|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|---------|--------|
| Whether promoter/promoter group are interested in the agenda/resolution? |                               | No  |                     |   |                          |                        |                                      |                                    |         |        |
| Description of resolution considered                                     |                               | To Approve Cost of sending communication to Shareholders as per preferred mode. |                     |   |                          |                        |                                      |                                    |         |        |
| Category   | Mode of voting                | No. of shares held  | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |         |        |
|  |                               | (1)   | (2)                 | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |         |        |
| Promoter and Promoter Group  | E-Voting                      | 3736366   | 0                   | 0.0000                                  | 0                        | 0                      | 0                                    | 0                                  |         |        |
|  | Poll                          |   | 3736366             | 6                                       | 100.00                   | 66                     | 0                                    | 100.000                            | 0.0000  |        |
|  | Postal Ballot (if applicable) |   |                     |   |                          |                        |                                      |                                    |         |        |
|  | <b>Total</b>                  |   | 3736366             | 3736366                                 | 100.00                   | 373636                 | 66                                   | 0                                  | 100.000 | 0.0000 |
| Public- Institutions   | E-Voting                      |   |                     |   |                          |                        |                                      |                                    |         |        |
|  | Poll                          |   |                     |   |                          |                        |                                      |                                    |         |        |
|  | Postal Ballot (if applicable) |   |                     |   |                          |                        |                                      |                                    |         |        |
|  | <b>Total</b>                  |   |                     |   |                          |                        |                                      |                                    |         |        |
| Public- Non Institutions   | E-Voting                      | 3490631   | 451                 | 0.0129                                  | 205                      | 246                    | 45.45                                | 54.545                             |         |        |
|  | Poll                          |   | 3490180             | 1                                       | 99.987                   | 349018                 | 0                                    | 100.000                            | 0.0000  |        |
|  | Postal Ballot (if applicable) |   |                     |   |                          |                        |                                      |                                    |         |        |
|  | <b>Total</b>                  |   | 3490631             | 3490631                                 | 100.00                   | 349038                 | 5                                    | 246                                | 99.99   | 30     |
| <b>Total</b>   |                               | 4085429   | 4085429             | 100.00                                  | 408540                   | 51                     | 246                                  | 99.99                              | 94      | 0.0006 |
| <b>Whether resolution is Pass or Not.</b>                                |                               |   |                     |   |                          |                        | Yes                                  |                                    |         |        |

### Details of Invalid Votes

| Category                    | No. of Votes |
|-----------------------------|--------------|
| Promoter and Promoter Group | NIL          |
| Public Insitutions          | NIL          |
| Public - Non Insitutions    | NIL          |

