



**Umesh P. Maskeri**, B.Sc., CAIIB, L.L.B., FCS, PGDSL  
**Practicing Company Secretary**

Admin Office: 4<sup>th</sup> Floor, Commissariat Building, 231, D N Road, Fort, Mumbai-400001  
Telephone: 022 -27716918/19; Mobile: 09930178352; Email: [umeshmaskeri@gmail.com](mailto:umeshmaskeri@gmail.com)  
Corporate Office: No 304, Geetanjali Heights, Plot No.77, Sector 27, Near Presentation  
Convent School, Nerul East, Navi Mumbai-400 706

Form No MGT 13

**REPORT OF THE SCRUTINIZER**

(Pursuant to Section 109 of the Companies Act, 2013 read with Rule 21(2) of the  
Companies (Management and Administration) Rules, 2014

To

The Chairman

28<sup>th</sup> Annual General Meeting (28<sup>th</sup> AGM) of the Equity Shareholders of Apple Finance  
Limited held at 3-30 PM at M C Ghia Hall, Bhogilal Hargonindas Building, Floor 4, 18/20,  
Kaihusru Dubash Marg, Mumbai-400001

Dear Sir,

I, Umesh P Maskeri, Practicing Company Secretary, at the address mentioned above,  
appointed as Scrutinizer by the Chairman of the 28<sup>th</sup> AGM for the purpose of the poll ordered  
on the mentioned resolutions mentioned in the annexure, at the 28<sup>th</sup> AGM of Apple Finance  
Limited Limited held at 3-30 PM at M C Ghia Hall, Bhogilal Hargonindas Building, Floor  
4,18/20, Kaihusru Dubash Marg, Mumbai-400001, hereby submit my report as under :

1. After declaration of the poll by the Chairman, ballot boxes kept for polling  
were marked by identification mark placed on them.
2. The ballot boxes were subsequently opened in my presence and polling  
papers were diligently scrutinized. The poll papers were reconciled with the  
records maintained by the Company/Registrar and Transfer Agent (RTA) of  
the Company and the authorizations/proxies lodged with the Company. The  
voters were also scrutinized for the purpose of eliminating duplicate voting i.e.  
on e-voting as well as on poll. As per the information given by the Company,  
the names of the shareholders who had voted on e-voting through CDSL  
facility had been blocked and ballot papers duly numbered serially by print  
were issued only to those members who were present at the Annual General  
Meeting and who had not voted on e-voting.
3. The poli papers, which were incomplete and/or which were otherwise found  
defective have been treated as invalid and kept separately.

*Umesh P. Maskeri*

**UMESH P. MASKERI**  
COMPANY SECRETARY  
4th Floor, Commissariat Building,  
231, DN Road, Fort,  
Mumbai - 400001.



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**Umesh P. Maskeri** B.Sc., CAIIB, L.I.B., FCS, PGDSL  
**Practicing Company Secretary**

Continuation Sheet

4. The result of the poll is furnished as under:

a) **RESOLUTION NO 1 : ORDINARY RESOLUTION**

**ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND AUDITED FINANCIAL STATEMENT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2014 AND REPORT OF DIRECTORS AND AUDITORS**

i) Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
46	17919289	100

ii) voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

iii) Invalid votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	200

b) **RESOLUTION NO 2 : ORDINARY RESOLUTION:**

**REAPPOINTMENT OF MR MAHESH K RACHH, DIRECTOR, WHO RETIRES BY ROTTON AND ELIGIBLE FOR RE-APPOINTMENT**

i) Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
46	17919289	100

ii) voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	0

iii) Invalid votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	200

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**Umesh P. Masker** B.Sc., CAIIB, L.I.B., FCS, PGDSE  
**Practicing Company Secretary**

Continuation Sheet

c) **RESOLUTION NO 3 : ORDINARY RESOLUTION:**

**RE-APPOINTMENT OF M/S MAHENDRA KUMBHAT & ASSOCIATES, CHARTERED ACCOUNTANTS AS AUDITORS AND FIXATION OF THEIR REMUNERATION**

i) Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
45	17919089	99.99

ii) voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	200	0.01

iii) Invalid votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	200

d) **RESOLUTION NO 4 : ORDINARY RESOLUTION:**

**RE-APPOINTMENT OF MR. MAHESH K RACHH AS MANAGING DIRECTOR FOR A PERIOD OF 2 YEARS**

i) Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
45	17919089	100

ii) voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

iii) Invalid votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	200

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**Umesh P. Maskeri** B.Sc., CAIIB, LL.B., FCS, PGDSL  
**Practicing Company Secretary**

Continuation Sheet

e) **RESOLUTION NO 5 : ORDINARY RESOLUTION:**

**APPOINTMENT OF MR. MAHENDRA S SHAH AS INDEPENDENT DIRETOR**

i) Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
46	17919289	100

ii) voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

iii) Invalid votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	200

f) **RESOLUTION NO 6 : ORDINARY RESOLUTION:**

**APPOINTMENT OF MR. JACQUELINE PATEL AS INDEPENDENT DIRETOR**

i) Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
46	17919289	100

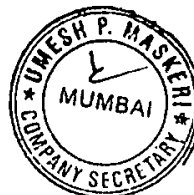
ii) voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

iii) Invalid votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	200

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**Umesh P. Maskeri** B.Sc., CAIIB, L.L.B., FCS, PGDSL  
**Practicing Company Secretary**

Continuation Sheet

g) RESOLUTION NO 7 : SPECIAL RESOLUTION

INCREASE OF LIMIT UNDER SECTION 180(1)© OF BORROWING POWERS NOT EXCEEDING RS 2000 CRORE

i) Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
46	17919289	100

ii) voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

iii) Invalid votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	200

h) RESOLUTION NO 8 : SPECIAL RESOLUTION:

INCREASE OF LIMIT UNDER SECTION 186 FOR INVESTMENTS NOT EXCEEDING RS.500 CRORE

i) Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
45	17919089	100

ii) voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

iii) Invalid votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	200

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**Umesh P. Maskeri**  
**Practicing Company Secretary**

B.Sc., CAIIB, L.L.B., FCS, PGDSL

Continuation Sheet

i) **RESOLUTION NO 9 : SPECIAL RESOLUTION:**

**SUBSTITUTION OF EXISTING ARTICLES OF ASSOCIATION WITH A NEW SET OF REGULATIONS**

i) Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
45	17919089	100

ii) voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

iii) Invalid votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	200

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you,  
 Yours faithfully,

*Umesh P. Maskeri*

UMESH P MASKERI  
 FCS 4831, COP No 12701  
 SCRUTINIZER

Place: Mumbai  
 Dated: September 25, 2014



**UMESH P. MASKERI**  
 COMPANY SECRETARY  
 3rd Floor, Commissariat Building,  
 231, DN Road, Fort,  
 Mumbai - 400001.

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**Umesh P. Maskeri** B.Sc., CAIB, L.L.B., FCS, PGDSL  
**Practicing Company Secretary**

Admin Office: 4<sup>th</sup> Floor, Commissariat Building, 231, D N Road, Fort, Mumbai-400001.  
Telephone: 022 -27716918/19; Mobile: 09930178352; Email: umeshmaskeri@gmail.com  
Corporate Office: No 304, Geetanjali Heights, Plot No.77, Sector 27, Near Presentation  
Convent School, Nerul East, Navi Mumbai-400 706.

**Consolidated Report**  
**REPORT OF THE SCRUTINIZER**

To

The Chairman

28<sup>th</sup> Annual General Meeting (28<sup>th</sup> AGM) of the Equity Shareholders of Apple Finance Limited held at 3-30 PM at M C Ghia Hall, Bhogilal Hargonindas Building, Floor 4, 18/20, Kaihushru Dubash Marg, Mumbai-400001

Dear Sir,

I, Umesh P Maskeri, Practicing Company Secretary, at the address mentioned above, appointed as Scrutinizer by the Company for e-voting as well as for poll by the Chairman of the 28<sup>th</sup> AGM for the purpose of the poll ordered on the mentioned resolutions mentioned in the annexure, at the 28<sup>th</sup> AGM of Apple Finance Limited Limited held at 3-30 PM at M C Ghia Hall, Bhogilal Hargonindas Building, Floor 4,18/20, Kaihushru Dubash Marg, Mumbai-400001, hereby submit the consolidated result of the poll and e-voting is furnished as under my report as under :

a) **RESOLUTION NO 1 : ORDINARY RESOLUTION**

**ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND AUDITED FINANCIAL STATEMENT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2014 AND REPORT OF DIRECTORS AND AUDITORS**

i) Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
57	17926807	99.96

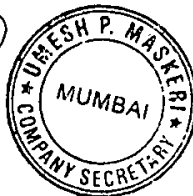
ii) voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	5875	0.04

iii) Invalid votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	200

1/s



*Umesh P. Maskeri*  
**UMESH P. MASKERI**  
COMPANY SECRETARY  
4<sup>th</sup> Floor, Commissariat Building,  
231, DN Road, Fort,  
Mumbai-400001.



**Umesh P. Maskeri**, B.Sc., CAIIB, L.L.B., FCS, PGDSL  
**Practicing Company Secretary**

Continuation Sheet

b) **RESOLUTION NO 2 : ORDINARY RESOLUTION:**

REAPPOINTMENT OF MR MAHESH K RACHH, DIRECTOR, WHO RETIRES BY ROTTION AND ELIGIBLE FOR RE-APPOINTMENT

i) Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
57	17926807	99.96

ii) voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	5875	0.04

iii) Invalid votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	200

c) **RESOLUTION NO 3 : ORDINARY RESOLUTION:**

RE-APPOINTMENT OF M/S MAHENDRA KUMBHAT & ASSOCIATES, CHARTERED ACCOUNTANTS AS AUDITORS AND FIXATION OF THEIR REMUNERATON

i) Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
56	17926607	99.96

ii) voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	6075	0.04

iii) Invalid votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	200

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**Umesh P. Maskeri** B.Sc., CAIIB, L.L.B., FCS, PGDSL  
**Practising Company Secretary**

Continuation Sheet

d) RESOLUTION NO 4 : ORDINARY RESOLUTION:

RE-APPOINTMENT OF MR. MAHESH K RACHH AS MANAGING DIRECTOR FOR A PERIOD OF 2 YEARS

i) Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
55	17926382	99.96

ii) voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	6100	0.04

iii) Invalid votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	200

e) RESOLUTION NO 5 : ORDINARY RESOLUTION:

APPOINTMENT OF MR. MAHENDRA S SHAH AS INDEPENDENT DIRETOR

i) Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
56	17926582	99.96

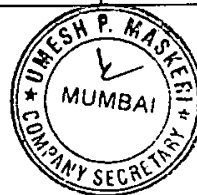
ii) voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	6100	0.04

iii) Invalid votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	200

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**Umesh P. Maskeri** B.Sc., CAIIB, L.L.B., FCS, PGDSE  
**Practicing Company Secretary**

Continuation Sheet

f) RESOLUTION NO 6 : ORDINARY RESOLUTION:

APPOINTMENT OF MR. JACQUELINE PATEL AS INDEPENDENT DIRECTOR

i) Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
56	17926582	99.96

ii) voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	5875	0.04

iii) Invalid votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	200

g) RESOLUTION NO 7 : SPECIAL RESOLUTION

INCREASE OF LIMIT UNDER SECTION 180(1)© OF BORROWING POWERS NOT EXCEEDING RS 2000 CRORE

i) Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
56	17926582	99.96

ii) voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	5875	0.04

iii) Invalid votes

Total number of members (in person or by proxy) whose votes were declared Invalid	Total number of votes cast by them
2	200

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**Umesh P. Maskeri**  
**Practicing Company Secretary**  
 B.Sc., CAIB, L.L.B., FCS, PGDSE

Continuation Sheet

h) RESOLUTION NO 8 : SPECIAL RESOLUTION:

INCREASE OF LIMIT UNDER SECTION 186 FOR INVESTMENTS NOT EXCEEDING RS.500 CRORE

i) Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
55	17926382	99.96

ii) voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	5875	0.04

iii) Invalid votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	200

i) RESOLUTION NO 9 : SPECIAL RESOLUTION:

SUBSTITUTION OF EXISTING ARTICLES OF ASSOCIATION WITH A NEW SET OF REGULATIONS

i) Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
55	17926382	99.96

ii) voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	5875	0.04

iii) Invalid votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	200

Place: Mumbai  
 Dated: September 25, 2014



Thanking you,  
 Yours faithfully,

*Umesh P. Maskeri*

UMESH P MASKERI  
 FCS 4831, COP No 12701  
 C/01 ITIMITEO

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**UMESH P. MASKERI**  
 COMPANY SECRETARY  
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