



December 26, 2018

FORM No. MGT-13

Report of scrutinizer on e-Voting and postal ballot process

**[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with
Rule 20 & 22 of the Companies (management and Administration) Rules, 2014]**

To

Shri Raghupathy Goud Theegala

Chairman

APOLLO MICRO SYSTEMS LIMITED

Registered Office:-

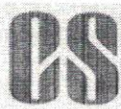
Plot No.: 128/A, Road No.: 12, BEL Road, IDA Mallapur, Uppal Mandal,
Hyderabad, Rangareddi, Telangana, India - 500076

Dear Sir

In terms of the resolution passed by the Board of Directors of Apollo Micro Systems Limited (*hereinafter referred to as "the Company"*) at its meeting held on 01st November, 2018, in which, I, Datla Venkatesh, Company Secretary in Practice (CP No.: 14074) {having office at # 6-3-552/2, Flat No. 204, Classic Court Annexe, Banjara Hills Road, Erramanjil, Hyderabad, Telangana, India – 500082} have been appointed as the Scrutinizer to conduct and scrutinize the postal ballot voting (including e-voting) process in respect of the Special Resolutions as circulated in the Postal Ballot Notice ('**Notice**') dated 1st November, 2018, however the management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic and postal ballot, on the resolutions mentioned in the Notice dated 01st November, 2018.

In order to enable wider participation of shareholders and to comply with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**'), as amended from time to time, and Section 108 and 110 of the Companies Act, 2013, (the '**Act**') read with the Rules framed there under, the Company had provided electronic voting ('**e-voting**') facility as an alternative to its shareholders, so as to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Forms ('**Forms**').







Accordingly, the Company had engaged Central Depository Services (India) Limited (*hereinafter referred to as 'CDSL'*) for facilitating e-voting, . CDSL has set up the e-voting facility on its website www.evotingindia.com.

The Company (www.apollo-micro.com) and CDSL (www.evotingindia.com) had uploaded the Postal Ballot Notice together with the explanatory statement and the Form on its website. As directed by the Company, all necessary formalities specified under the Act and the Rules framed there under, have been complied with. Necessary instructions in relation to voting by postal ballot were duly mentioned in the Postal Ballot Notice dated 01st November, 2018, which was sent to the shareholders of the Company by courier / post and by e-mail, wherever e-mail id's were available. The above activities were completed by 24th November, 2018.

List of resolutions circulated:

Sl. No.	Type of Resolution	Description of resolution
1	Special resolution	Approval for Apollo Employee Stock Option Scheme – 2018 ("ESOS – 2018") for the employees of the Company
2	Special resolution	To Approve the use of the trust route for the implementation of Apollo Employee Stock Option Scheme – 2018 ("ESOS – 2018") and secondary acquisition of the equity shares of the company by the trust to be set up
3	Special resolution	To Approve the grant of financial assistance / provision of money by the company to the trust to fund the acquisition of its equity shares, in terms of the ESOS 2018

I report that the Postal Ballot Notice and the Forms in accordance with the relevant provisions of the Act read with Rules made there under, were dispatched to the shareholders numbering to 5,874 by courier. The Notices and Forms sent in physical form were accompanied with postage pre-paid self-addressed Business Reply Envelope ('BRE') which was required to be returned by the shareholders on or before 5.00 P.M., on Monday, 24th December, 2018. In addition to the above, Notices were also sent via electronic mode by CDSL to 25,063 shareholders to their e-mail addresses registered with the Depository Participants as per the data downloaded from the National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on Friday 09th November, 2018 (cut-off date). I further report that as stated



Notice sent to the shareholders, the Company had fixed 5:00 P.M. on Monday, 24th December, 2018 as the last date for receipt of Forms and completing the remote e-voting.

As stated in sub-rule 4 of Rule 20 as well as Rule 22 of the Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company in Financial Express (in English) and Nave Telangana (in Telugu) newspapers dated Sunday, 25th November, 2018, and the same was informed to the stock exchanges, informing about the completion of dispatch of the Postal Ballot Notices and Forms, both by courier and by e-mail, wherever applicable, to the shareholders along with other related documents mentioned therein.

I report that I have received the Postal Ballot forms from the shareholders during the period starting from Sunday, 25th November, 2018 till Monday, 24th December, 2018. All the Postal Ballots together with all votes cast through remote e-voting received up to 05:00 P.M. on Monday, 24th December, 2018, being the last date fixed by the Company for receipt of the Postal Ballots / remote e-voting, were considered for scrutiny.

The Postal Ballots were opened and then taken up for matching with the master database as of the cut-off date by RTA under my instructions on 26th December, 2018.

On Monday, 24th December, 2018, after the closure of e-voting process at 05.00 P.M., the votes cast through e-voting facility were duly unblocked by me as a Scrutinizer in the presence of Mr. P. Madhu and Mr. B. Ravi Teja, Witnesses, not in employment of the Company, as prescribed under sub-rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014. Since, e-voting facility was provided by CDSL, the details of the e-voting exercised by the shareholders and the votes exercised through Postal Ballots which were duly scrutinized and processed, were duly compiled.

On scrutiny, I report that out of 30,937 shareholders holding shares as on the cut-off date (i.e. 09th November, 2018), 74 Shareholders have exercised their votes through remote e-voting and 24 shareholders have exercised their votes through Postal Ballots, as received till the last date. Further, e-voting platform was optional for the shareholders to cast their votes. In case, the shareholders have cast their votes through postal Ballot as well as through remote e-voting then, vote cast through e-voting was considered and voting done through Postal Ballot was ignored as indicated in the Postal Ballot Notice dated 01st November, 2018.

The result for the item placed for consideration and approval of the shareholders is given below.






Item No. 1. Special Resolution

Approval for Apollo Employee Stock Option Scheme – 2018 ("ESOS – 2018") for the employees of the Company

Total no. of shareholders	30,937		
Total no. of equity shares	2,07,63,886		
Receipt of postal ballot forms	Sunday, 25 th November, 2018 till Monday, 24 th December, 2018.		
		No. of votes	No. of shares
Total votes cast through remote e-voting	A	74	1,54,73,631
Total votes cast through postal ballot forms received	B	24	3,148
Grand total of e-voting and postal ballot forms	C	98	1,54,76,779
Less: Invalid e-voting/postal ballot forms, for/against options not indicated/both indicated/abstained	D	3	100
Net e-voting and postal ballot forms	E	95	1,54,76,679

NOTE:

- Invalid Postal Ballot Forms were not taken into account for counting of votes.
- Votes cast in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the Postal Ballot Form whichever is less.

Summary of postal ballot:-

Promoter/public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes polled IN FAVOR	No. of votes polled AGAINST	% of votes polled IN FAVOR	% of votes polled AGAINST
Promoter and promoter group	13271700	13271700	100.00	13271700	0	100	0
Public-Institutional holders	2300249	2086242	90.69	898000	1188242	43.04	56.95
Public-Others	5191937	118737	2.28	118187	550	99.53	0.46
Total	20763886	15476679	74.5365	14287887	1188792	92.31	7.68

Percentage of votes cast **In Favour**: 92.31%. Percentage of votes cast **Against**: 7.68%

RESULTS:-

As the number of votes cast **In Favour** of the Resolution is more than three times the number of votes cast **Against**, I report that the Special Resolution as set forth in Item No: 1 of Postal Ballot Notice dated 01st November, 2018 has been passed by the shareholders with requisite majority. The Resolution is deemed as passed on the last date of voting that is Monday, 24th December, 2018.





Item No. 2. Special Resolution

To Approve the use of the trust route for the implementation of Apollo Employee Stock Option Scheme – 2018 ("ESOS – 2018") and secondary acquisition of the equity shares of the company by the trust to be set up

Total no. of shareholders	30,937		
Total no. of equity shares	2,07,63,886		
Receipt of postal ballot forms	Sunday, 25 th November, 2018 till Monday, 24 th December, 2018.		
		No. of votes	No. of shares
Total votes cast through remote e-voting	A	74	1,54,73,631
Total votes cast through postal ballot forms received	B	24	3,148
Grand total of e-voting and postal ballot forms	C	98	1,54,76,779
Less: Invalid e-voting/postal ballot forms, for/against options not indicated/both indicated/abstained	D	3	100
Net e-voting and postal ballot forms	E	95	1,54,76,679

NOTE:

- Invalid Postal Ballot Forms were not taken into account for counting of votes.
- Votes cast in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the Postal Ballot Form whichever is less.

Summary of postal ballot:-

Promoter/public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes polled IN FAVOR	No. of votes polled AGAINST	% of votes polled IN FAVOR	% of votes polled AGAINST
Promoter and promoter group	13271700	13271700	100.00	13271700	0	100.00	0
Public-Institutional holders	2300249	2086242	90.69	898000	1188242	43.04	56.95
Public-Others	5191937	118737	2.2869	118237	500	99.57	0.42
Total	20763886	15476679	74.53	14287937	1188742	92.31	7.68

Percentage of votes cast **In Favour**: 92.31%. Percentage of votes cast **Against**: 7.68%

RESULTS:-

As the number of votes cast **In Favour** of the Resolution is more than three times the number of votes cast **Against**, I report that the Special Resolution as set forth in Item No: 2 of Postal Ballot Notice dated 01st November, 2018 has been passed by the shareholders with requisite majority. The Resolution is deemed as passed on the last date of voting that is Monday, 24th December 2018.

D. Venkatesh



Item No. 3. Special Resolution

To Approve the grant of financial assistance / provision of money by the company to the trust to fund the acquisition of its equity shares, in terms of the ESOS 2018

Total no. of shareholders	30,937		
Total no. of equity shares	2,07,63,886		
Receipt of postal ballot forms	Sunday, 25 th November, 2018 till Monday, 24 th December, 2018.		
		No. of votes	No. of shares
Total votes cast through remote e-voting	A	74	1,54,73,631
Total votes cast through postal ballot forms received	B	24	3,148
Grand total of e-voting and postal ballot forms	C	98	1,54,76,779
Less: Invalid e-voting/postal ballot forms, for/against options not indicated/both indicated/abstained	D	3	100
Net e-voting and postal ballot forms	E	95	1,54,76,679

NOTE:

- Invalid Postal Ballot Forms were not taken into account for counting of votes.
- Votes cast in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the Postal Ballot Form whichever is less.

Summary of postal ballot:-

Promoter/public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes polled IN FAVOR	No. of votes polled AGAINST	% of votes polled IN FAVOR	% of votes polled AGAINST
Promoter and promoter group	13271700	13271700	100.00	13271700	0	100.00	0
Public-Institutional holders	2300249	2086242	90.69	898000	1188242	43.04	56.95
Public-Others	5191937	118737	2.2869	118234	503	99.57	0.42
Total	20763886	15476679	74.5365	14287934	1188745	92.31	7.68

Percentage of votes cast **In Favour**: 99.57%. Percentage of votes cast **Against**: 0.42%

RESULTS:-

As the number of votes cast **In Favour** of the Resolution is more than three times the number of votes cast **Against**, I report that the Special Resolution as set forth in Item No: 1 of Postal Ballot Notice dated 01st November, 2018 has been passed by the shareholders with requisite majority. The Resolution is deemed as passed on the last date of voting that is Monday, 24th December 2018.

D. Venkatesh



I, further report that as per the Postal Ballot Notice dated 01st November, 2018 and the Board Resolution dated 1st November, 2018, the Chairman may declare and confirm the above results of voting by postal ballot including e-voting in respect of the Resolutions on Wednesday, 26th December, 2018. The same will be displayed at the registered office of the Company at Plot No.: 128/A, Road No.: 12, BEL Road, IDA Mallapur, Uppal Mandal, Hyderabad, Rangareddi, Telangana, India - 500076.

I further report that Rule 22 of the Companies (Management and Administration) Rules, 2014 has been complied with.

The Register, all other papers and relevant records relating to Postal ballot and e-voting shall remain in our safe custody until Chairman considers, approves and signs the result of the postal ballot.

I thank you for the opportunity given, to act as a Scrutinizer for the above Postal Ballot process of your Company.

Thanking You,



DATLA VENKATESH

Company Secretary in Practice

ACS: 36504 C.P. No.: 14074

Date: December 26, 2018

Place: Hyderabad

The following were the witnesses to the unblocking of remote e-voting, on 26th December, 2018, on closure of e-voting period.

Sign: 

Name: P. MADHU

Address: LIG-274,
B.N. COLONY,
HYDERABAD - 500018

Sign: 

Name: B. Ravi Teja

Address: F.No: 302, Astalakshmi Apts,
Gandhi Nagar,
Hyd - 500080