

GUJARAT APOLLO INDUSTRIES LIMITED

"Parlshram", Cellar, 5-B, Rashmi Society, Nr. Mithakhali Circle, Navrangpura, Ahmedabad-380 009, Gujarat, India. Tel. +91-79- 26444597/98, 26564705

8th September, 2020

Dy. General Manager BSE Limited Corporate Relation Department, P.J. Towers, Dalal Street, Fort, Mumbai - 400 001	The Manager National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051
Scrip ID: GUJAPOIND; Scrip Code: 522217	Scrip Symbol: GUJAPOLLO

Dear Sir/Madam,

Subject: Submission of Annual Report for the Financial Year 2019-20

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith Annual Report for Financial Year 2019-20 for your perusal.

Kindly accept this letter in compliance with the requirements of Listing Regulations. We request you to disseminate to the public.

Please take note of the same.

Thanking You,

For **GUJARAT APOLLO INDUSTRIES LIMITED**



CS Neha Chikani Shah [A-25420]
Company Secretary & Compliance Officer



33rd
<i>Annual</i>
<i>Report</i>
2019-2020



GUJARAT APOLLO INDUSTRIES LIMITED

BOARD OF DIRECTORS

MR. MANIBHAI V. PATEL	-	<i>DIRECTOR</i>
MR. ASIT A. PATEL	-	<i>MANAGING DIRECTOR</i>
MR. ANAND A. PATEL	-	<i>DIRECTOR</i>
MRS. NAYNA A. PATEL	-	<i>DIRECTOR</i>
MR. NAVINCHANDRA V. SHAH	-	<i>INDEPENDENT DIRECTOR</i>
MRS. KAPILABEN A. PATEL (Till 30.06.2020)	-	<i>INDEPENDENT DIRECTOR</i>
MR. NAMAN PATEL	-	<i>INDEPENDENT DIRECTOR</i>

COMPANY SECRETARY
CS NEHA CHIKANI SHAH**STATUTORY AUDITORS**

M/s. DJNV & CO.,
Chartered Accountants,
Ahmedabad

BANKERS

HDFC BANK LTD.

REGISTERED OFFICE

Block No. 486, 487, 488,
Mouje Dholasan,
Taluka and District : Mehsana - 382 732

CORPORATE OFFICE

"Parishram", 5-B, Rashmi Society,
Near Mithakhali Six Roads,
Navrangpura,
Ahmedabad- 380009

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GUJARAT APOLLO INDUSTRIES LIMITED

NOTICE

NOTICE is hereby given that the **THIRTY-THIRD Annual General Meeting** of the members of **GUJARAT APOLLO INDUSTRIES LIMITED** will be held on **Wednesday, the 30th day of September, 2020** at **9.30 A.M.** through Video Conference / Other Audio Visual Means, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt
 - a. Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2020 including the audited Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
 - b. the Audited consolidated Financial Statements of the Company for the financial year ended on March 31, 2020, including the audited Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. Asit A. Patel (DIN:00093332), who retires by rotation and being eligible offers himself for re- appointment.
4. To appoint a Director in place of Mr. Anand A. Patel (DIN: 00002277), who retires by rotation and being eligible offers himself for re- appointment.
5. To re-appoint Statutory Auditors and fix their remuneration and for that purpose to consider and, if thought fit to pass the following resolution as an **Ordinary Resolution**:-

“RESOLVED THAT pursuant to the provisions of section 139 read with The Companies [Audit and Auditors] Rules, 2014 and other applicable provisions [including any modification or re-enactment thereof] if any, of the Companies Act, 2013, as amended from time to time and pursuant to recommendation received from Audit Committee of the Company, approval of members be and is hereby given to appoint M/s. DJNV & Co., Chartered Accountants (ICAI Registration No. 115145W), as Statutory Auditors of the Company for a second term of five years commencing FY 2020-21 to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of Annual General Meeting to be held for the financial year 2024-25 of the Company at a remuneration of Rs. 6,50,000/- plus service tax, out-of-pocket, travelling and living expenses, etc. and at such incremental amount as may be mutually agreed between the Board of Directors of the Company and the said Auditors.”

SPECIAL BUSINESS:

6. To consider and if thought fit to pass with or without modification the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act), Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 25 read with Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Mr. **Naman Madhav Patel** (DIN: 05143261) who was appointed as an Independent Director w.e.f. 1st April, 2015 and holds office upto 31st March, 2020 and who is eligible for re-appointment and who meets the criteria for Independence as provided under section 149 (6) of the Act along with rules framed thereunder and Regulation 16 (1) (b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a recommendation from the Nomination and Remuneration Committee and notice in writing under Section 160 of the Companies Act, 2013 from a member of the Company proposing his candidature for office of Director be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation to hold office for a second term of Five years i.e. from 1st April, 2020 till 31st March, 2025.”

“RESOLVED FURTHER THAT any one of the Directors of the Company or Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution”.
7. To consider and if thought fit to pass with or without modification the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to provisions of the relevant Articles of Association of the Company and Sections, 196, 197, 198 and 201 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other consents, approvals and permissions if any needed, consent of the members be and is hereby given to revise remuneration of Mr. Asit A. Patel (DIN 00093332) the Managing Director of the Company with effect from 1st September, 2020 on the terms and conditions hereinafter mentioned:

Salary (Rs. / Month):

The monthly salary of Mr. Asit A. Patel be Rs. 4,20,000/- p.m.

Commission:

Such remuneration by way of commission not exceeding 2 % of net profits of the Company in addition to the salary, perquisites and allowances, subject to the overall ceiling stipulated in Sections 197 and 198 of the Companies Act, 2013. The specific amount payable will be decided by the Board of Directors based on certain criteria and will be payable only after the Annual Accounts of the Company have been adopted by the members of the Company.

Perquisites:

Perquisites and allowances like HRA, medical reimbursement, travelling allowances, club fees and other payments in the nature of perquisites and allowances as agreed by the Board of Directors should be allowed in addition to the salary but within the overall limit, if any, prescribed under Schedule V of the Companies Act, 2013, as amended from time to time. The perquisites shall be evaluated etc. as per Income Tax Rules, wherever applicable and in the absence of any such rules, at actual cost.

a) Leave Travel Assistance

Return package for self and family, as per the rules of the Company, for self and family once in a year to any destination. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

b) Reimbursement of medical expenses incurred in India or abroad including hospitalization, nursing home and surgical charges for himself and family subject to ceiling of one month salary in a year

c) Mediclaim Insurance Policy, premium and personal accidents not to exceed Rs. 1,00,000/- per annum.

d) Employer’s contribution to Provident fund/superannuation fund

As per Rules of the Company

e) Gratuity

Gratuity payable shall be at the rate of 15 days salary for each completed year of service in accordance with the rules.

Others:

- The Company will reimburse to the said Managing Director such expenses as he may incur on behalf of the Company.
- The Managing Director shall be liable to retire by rotation.
- The Managing Director will not be entitled to receive any sitting fees for attending the meetings of the Board of Directors or committee thereof from the date of his appointment.

“RESOLVED FURTHER THAT in pursuance to provisions of Schedule V and due to inadequacy of profits, the term of Managing Director be modified and restricted to 3 years i.e. upto 31st August, 2023”

“RESOLVED FURTHER THAT any one of the Directors of the Company or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required in order to give the effect to the above resolution.”

By order of the Board of Directors

**Place : Ahmedabad
Dated : 1st September, 2020**

**Neha Chikani Shah
Company Secretary
Membership No. A25420**

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NOTES:

1. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
2. Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Companies Act, 2013 at the registered E-mail id of Scrutinizer "ashish@ravics.com".
3. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. In terms of Section 152 of the Companies Act, 2013, Mr. Asit A. Patel (DIN: 00093332), and Mr. Anand A. Patel (DIN:00002277) Directors retires by rotation at the ensuing Annual General Meeting and being eligible, offers themselves for re-appointment. The details of Directors seeking appointment/re-appointment as required by Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India and notified by the Central Government is annexed after explanatory statements.
5. The Register of Members and Share Transfer Book of the Company will remain closed from Thursday, 24th September, 2020 to Wednesday, 30th September, 2020 (both days inclusive) for the purpose of Annual General meeting and payment of Dividend to the shareholders.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members in electronic mode.
7. The Company has appointed M/s Link Intime India Private Limited as its Registrar and Share Transfer Agent for rendering the entire range of services to the Shareholders of the Company. Accordingly, all documents related to transfers, Demat requests, change of address intimations and other communications in relation thereto with respect to shares in electronic and physical form should be addressed to the Registrars directly at their following address quoting folio no., full name and name of the Company as
Unit: Gujarat Apollo Industries Limited.
C/O. Link Intime India Private Limited
C-101, 247 Park, L.B.S. Marg,
Vikhroli (W), Mumbai – 400083,
Phone No. (022) 49186000,
Fax No. (022) 49186060
E-mail Address: rnt.helpdesk@linkintime.co.in
8. Members are requested to send in their queries in respect of Financial Statement of Accounts of the Company for the year ended on 31st March, 2020, at least one week in advance so as to enable the information ready.
9. Pursuant to Section 124 of the Companies Act, 2013, the Company is required to transfer the amount of dividend remaining unpaid or unclaimed for a period of seven years to the Investors Education and Protection Fund established by the Central Government. It may be noted that no claims will lie against the Company or the Investors Education and Protection Fund in respect of the said unclaimed dividend amount transferred to the Fund. The members who have not claimed their dividend for the financial year ended 31st March, 2013 and onwards are requested to lodge their claim with the Company.
10. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF-5 available on www.iepf.gov.in.

11. To avoid loss of dividend warrants in transit and undue delay in respect of receipt of dividend warrants, the Company has provided a facility to the Members for remittance of dividend through the National Electronic Clearing System (NECS). Members are requested to avail NECS facility as it is quick and much convenient way of getting dividend directly in your bank account. Members desirous of availing NECS facility are requested to submit bank particulars in ECS Mandate Form, the format of which is annexed at the end of this Annual Report
12. Members are requested to notify immediately the change in address, if any, to the Company or to the Registrar and Transfer Agents (R&TA) or with their respective Depository Participants in case the shares are in electronic form.
13. As per Securities and Exchange Board of India (SEBI) Circular, submission of Permanent Account Number (PAN) is compulsorily required for participating in the securities market, deletion of name of deceased shareholder or transmission/transposition of shares. Members holding shares in dematerialized mode are requested to submit the PAN details to their Depository Participant, whereas Members holding shares in physical form are requested to submit the PAN details to the Company's R&TAs. As per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to Company's Registrar and Share Transfer Agent.
14. Members holding shares in single name and physical form are advised to make nomination by filling up Form No. SH-13 in respect of their shareholding in the Company. The duly filled up nomination form should be sent to R&TA for further process.
15. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to R&TA for consolidating their holdings in single folio. The share certificates will be returned to the members after making requisite changes thereon.
16. As per the provision of Regulation 40(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, transfer of shares of the Company shall not be processed unless the shares are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in various corporate actions, if any.
17. Non-Resident Indian Members are requested to inform R&TA, immediately of:
 - (a) Change in their residential status on return to India for permanent settlement.
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
18. Relevancy of questions and the order of speakers at the Meeting will be decided by the Chairman.

19. Green Initiative – An Important Communication to Members

Ministry of Corporate Affairs has taken a green initiative by permitting companies to send various documents like notices, annual reports including annual accounts etc. to its Members through electronic mode. Keeping in spirit with the said initiative, we request you to update your email ID with your respective DP's in case of shares held in electronic form and with Registrar & Share Transfer Agent - M/s Link Intime India Private Limited in case of shares held in physical form. Email is a better method to receive the communications quickly, with least cost implications and have longer shelf life. Company proposes to send all permitted communications electronically to the email id's of Members unless specific request is received for a physical copy from Member. Please act and contribute to preserve environment for our better future.

20. Voting through electronic means

In Compliance with the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 as amended from time to time and subject to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facilities to the Members to cast their votes electronically in respect of the business to be transacted at

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the Annual General Meeting. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting. The detailed process, instructions and manner for availing e-voting facility is as under:-

- a) In view of the continuing restrictions on the movement of people at several places in the country, due to outbreak of COVID-19, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- b) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- c) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- d) Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- e) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <http://www.apollo.co.in>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, NSE at www.nseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. www.evotingindia.com).
- f) The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

By order of the Board of Directors

**Place : Ahmedabad
Dated : 1st September, 2020**

**Neha Chikani Shah
Company Secretary
Membership No. A25420**

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 (“THE ACT”)**Item No. 5**

The Members of the Company at the 28th Annual General Meeting ('AGM') held on 26th September, 2015 had approved the appointment of M/s. DJNV & Co., Chartered Accountants (ICAI Registration No. 115145W), as the Auditors of the Company for a period of five years from the conclusion of the said AGM. M/s. DJNV & Co will complete their present term on conclusion of this AGM in terms of the said approval and Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014.

The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), placed a proposal for the approval of the Members, the appointment of M/s. DJNV & Co, Chartered Accountants, as the Statutory Auditors of the Company for his second term of five years from the conclusion of this AGM till the conclusion of Annual General Meeting to be held for the financial year 2024-25 of the Company at a Remuneration of Rs. 6,50,000/- plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the said Auditors.

The Committee considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and found them to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

The said Auditors have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board recommends this Resolution for your approval.

Item No. 6

Mr. Naman Madhav Patel was appointed as an Independent Non-Executive Director of the Company by the members at the 28th AGM of the Company held on 26th September, 2015 for a period of five consecutive years.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and notice in writing received from a member of the Company under Section 160 of the Companies Act, 2013 and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Naman Madhav Patel, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 1st April, 2020 up to 31st March, 2025.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Mr. Naman Madhav Patel fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his re-appointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Naman Madhav Patel as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members through electronic mode upto the date of AGM of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Naman Madhav Patel as an Independent Director.

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Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Naman Madhav Patel as an Independent Director for another term of five consecutive years for the approval by the shareholders of the Company.

Except Mr. Naman Madhav Patel, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, except to the extent of their respective interest as shareholders of the Company, in the resolution set out at Item No. 6 of the accompanying Notice of the AGM. Mr. Naman Madhav Patel is not related to any Director of the Company.

Item No. 7

Mr. Asit A. Patel, Managing Director of the Company was re-appointed on Company for a period of 5 (Five) years with effect from 1st July, 2019. The same was approved by members at the AGM on 29.09.2018.

The Company has managed to sustain well under stiff and competitive market conditions under the guidance and leadership of Mr. Asit A. Patel, Managing Director. In light of his experiences and increased business activities of the Company, the Board of Directors at its meeting held on 1st September, 2020, on the recommendation of Nomination and Remuneration Committee, approved the proposal to revise his remuneration subject to your approval or any such approvals as may be required.

Pursuant to provisions of Schedule V of the Companies Act, 2013 and due to inadequacy of profits of the Company the term of Managing Director be modified and reduced to 3 years i.e. upto 31st August, 2023 revision in the remuneration of Managing Director and modification in his tenure can be done subject to the approval of members of the Company in General Meeting. You are therefore, requested to approve and revision in remuneration of Mr. Asit A. Patel, Managing Director with terms and other perquisites as enumerated in their respective resolutions in the accompanied notice.

Information required under Section II, part II of Schedule V of the Companies Act, 2013:

I.	General Information		
	Nature of Industry	Manufacture of machinery for mining, quarrying and construction	
	Date or expected date of commencement of commercial production	11/11/1986	
	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA	
	Financial performance based on given indicators - As per the Audited Financial Results for the year ended on 31.03.2020	Particulars	
		Amount (₹ In Lakhs)	
		Revenue from Operations	2,649.06
		Other Income	1,937.71
		Total Income	4,586.77
		Material Cost	1,919.51
		Staff Cost	387.48
		Manufacturing & Other Expenses	794.07
		Total Expenditure	3,101.06
		Profit before Depreciation, Interest & Tax	1,485.71
		Depreciation	228.75
		Profit before Interest & Tax	1,256.96
		Interest	91.54
		Profit/(Loss) before Tax	1,165.43
		Exceptional items, if any	Nil
	Profit/(Loss) before Tax	1,165.43	
	Net Profit/(Loss) after tax	1,028.52	

	Export Performance and net foreign exchange earned for the year ended on 31.03.2020	Particulars		
		Export Sales (Including deemed export) (Rs. in Lakhs)	Rs. 684.02	
		Foreign Exchange earnings (Rs. in Lakhs)	Rs. 684.02	
	Foreign investments or collaborations, if any	NIL		
II.	Information about the appointee			
	Background details	The appointee has been re-appointed as Managing Director w.e.f. 1 st July, 2019. This is with modified terms of appointment.		
	Past remuneration	Rs. 2,00,000/- P.M.		
	Job profile and his suitability	Managing Director		
	Remuneration proposed	Rs. 4,20,000/- P.M.		
	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The appointee was not drawing remuneration in the past except for the perquisites. He has opted for drawing much less remuneration in past as compared to remuneration being drawn by the others in the similar industry.		
	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	There is a Pecuniary relationship with the Company. The appointee is -Brother of Mr. Anand Patel – Director-Spouse of Mrs Nayna Patel-Director		
III.	Other Information			
	Reasons of loss or inadequate profits	Because of competitive pressures there was lower price realization. The capacity was not fully utilized.		
	Steps taken or proposed to be taken for improvement	We are further strengthening the marketing efforts. The engineering department is working on cost reduction methods to improve margins and to increase the volumes.		
	Expected increase in productivity and profits in measurable terms	Particulars	Current Year 2020-21 (₹ In Lakhs)	Previous Year 2020-19 (₹ In Lakhs)
		Sales	3,000.00 (being a COVID year)	2,649.06
		Other Income	More or less as previous year	1,937.71
		Net Profit/(Loss)	More or less as previous year	1028.52

The Board, therefore, recommends the resolution at Item No. 7 of this Notice for your approval.

None of the Directors (except Mr. Asit A. Patel, Mr. Anand A. Patel, Mrs. Nayna A Patel), Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company is directly/ indirectly interested in the above resolution.

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Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India requires certain additional disclosures with respect to Directors seeking appointment/re-appointment at the ensuing Annual General Meeting which is mentioned below..

Name of the Director	Mr. Asit Patel	Mr. Anand Patel	Mr. Naman Madhav Patel
DIN No.	00093332	00002277	05143261
Date of Birth	25.09.1968	26.06.1972	15.10.1988
Age of Director	52 Years	48 Years	32 Years
Date of Appointment	25.06.1994	29.08.2007	01.04.2015
Qualifications	B.S. (USA) (Engineering Management)	MBA (USA), M.E. (Mechanical Engineering)	B.S. (Business Administration), IB (International Baccalaureate)
Expertise and Experience	Overall Management	Overall Management	Overall Management
Terms and Conditions of Appointment	Appointed as Managing Director of the Company liable to retire by rotation.	Appointed as Non-Executive Director of the Company liable to retire by rotation.	Appointed as an Independent Director of the Company not liable to retire by rotation
Remuneration Paid	He has opted for not drawing any remuneration. However, he has been paid perquisite of Rs. 1,74,682/-	NIL	NIL
Designation	Managing Director	Director	Director
No. of Shares held in Company as on 31 st March, 2020	5000 Equity Shares	1059000 Equity Shares	5000 Equity Shares
Name of listed entities in which the person also holds the directorship.	NIL	1. Dev Information Technology Limited	1. Hester Bioscience Limited
Chairman/Member of the Committees of other listed entities as on 31 st March, 2020	NIL	Dev Information Technology Limited- Nomination and Remuneration Committee – Member- Audit Committee - Member	Hester Bioscience Limited Nomination and Remuneration Committee – Member- Audit Committee- Chairman Stakeholders' Grievances & Relation Committee-Member
Disclosure of relationship between Director inter-se and with Manager and KMP of the Company	1. Brother of Mr. Anand Patel – Director 2. Spouse of Mrs Nayna Patel- Director	1. Brother of Mr. Asit Patel – Managing Director	He is not related with any Director and Key Managerial Personnel of the Company

Name of the Director	Mr. Asit Patel	Mr. Anand Patel	Mr. Naman Madhav Patel
Chairman/ Director of other Company as on 31st March, 2020	1. AEML Investments Limited 2. Apollo Agro Industries Limited 3. Peach Technovations Private Limited 4. Ammann India Private Limited	1. AEML Investments Limited 2. Credo Mineral Industries Ltd 3. Gujarat Credo Alumina Chemicals Private Limited 4. Dev Information Technology Limited 5. Gujarat Credo Mineral Industries Limited 6. Youth Empowerment Sansthan 7. Ammann India Private Limited	1. Hester Bioscience Limited 2. Credo Mineral Industries Limited 3. Omkareshwar Mines & Minerals Pvt. Ltd. 4. Gujarat Credo Alumina Chemicals Private Limited 5. Noble Tradelink Pvt. Ltd 6. Rocktech Mineral Development (Guj.) Private Limited
No. of Board Meetings attended during the year	6	6	6
Justification for appointment of Independent Director	N.A.	N.A.	Refer to the explanatory statement annexed with this Notice

By order of the Board of Directors

Place : Ahmedabad
Dated : 1st September, 2020

Neha Chikani Shah
Company Secretary
Membership No. A25420

REMOTE E-VOTING INSTRUCTIONS

The Business transacted as set out in the Notice may be transacted through remote e-voting system and Company will provide a facility for voting by electronic means. In compliance with the provisions of section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the facility of voting through electronic means. Please note that the voting through electronic means is optional for shareholders.

The members, whose names appear in the Register of members/list of Beneficial Owners as on **Wednesday, 23rd September, 2020** i.e. on the Cut-off date are entitled to vote on the resolutions set forth in this Notice.

The voting through electronic means will commence on **Sunday, 27th September, 2020 at 9.00 a.m.** and will end on **Tuesday, 29th September, 2020 at 5.00 p.m.** The members will not be able to cast their vote electronically envisaged herein above beyond the date and time mentioned above.

The Company has appointed Mr. Ashish Shah, Practicing Company Secretary (Membership No. F-5974) and proprietor M/s. Ashish Shah & Associates, to act as the scrutinizer for conducting the remote electronic voting process in a fair and transparent manner.

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) The voting period begins on <27.09.2020 @ 9.00 a.m.> and ends on <29.09.2020 @ 5.00 p.m. >. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date <23.09.2020>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

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- (iii) The shareholders should Log on to the e-voting website www.evotingindia.com
- (iv) Click on “Shareholders” tab.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">· Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none">· Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Gujarat Apollo Industries Limited> on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to agm2020@gapollo.net
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to agm2020@gapollo.net
3. The Company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(xx) Note for Non – Individual Shareholders and Custodians

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@gapollo.net, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- All grievances connected with the facility for voting by electronic means may be addressed to Central Depository Services (India) Limited, or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43/1800225533.

OTHER INSTRUCTIONS:

- The Voting rights of the shareholders shall be in proportion to their shares of the paid-up equity.
- The Scrutinizer shall submit his report to the Chairman. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.apollo.co.in and on the website of CDSL www.cdslindia.com immediately after declaration of result by the Chairman or a person authorised by him in this behalf. The Results also be uploaded on the BSE and NSE listing portal.

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the **Thirty-Third** Annual Report for the year ended on 31st March, 2020.

FINANCIAL PERFORMANCE:

(₹ in Lakhs)

	FY 2019-20	FY 2018-19
Revenue from Operations	2,649.06	2,983.16
Add: Other Income	1,937.71	1,640.25
Total Revenue	4,586.77	4,623.41
Total Expenditure	3,101.06	3,338.54
Earnings before Interest, Tax, Depreciation & Amortization	1,485.71	1,284.87
Less: Finance Cost	91.54	115.41
Less: Depreciation and Amortization Expenses	228.75	232.76
Profit before exceptional items & tax	1,165.43	936.70
Exceptional Items	-	(317.50)
Profit before tax	1,165.43	619.20
Tax Expense	136.91	(6.26)
Profit After Tax	1,028.52	625.46
Add: Profit & Loss Account Balance B/F	9,385.60	9,456.55
Amount available for Appropriations	10,414.12	10,082.01

OPERATIONAL REVIEW:

Standalone

Your Company took several initiatives during the last financial year that helped in achieving and consolidating growth in production and sales volumes. Your company tried to increase the sales in the product being manufactured and marketed in-house.

During the year under review, the Company had a standalone revenue from operations of Rs. 2,649.06 Lakhs (previous year Rs. 2,983.16). Total earnings before depreciation and finance cost was Rs. 1,485.71 Lakhs against 1,284.87 Lakhs in the previous year. The Company's Profit before exceptional items and tax was Rs. 1,165.43 Lakhs which was Rs. 936.70 in the Previous Year. The Company had Net Profit of Rs. 1,028.52 during current year (Previous year Profit Rs. 625.46). The Basic and Diluted EPS of the Company for FY 2019-20 is Rs. 8.12 and Rs. 8.12 respectively.

Consolidated

During the year under review, the Company had consolidated revenue of Rs. 2,649.06 Lakhs (previous year Rs. 3,004.91). The Company's Consolidated net profit after tax stood at Rs. 1,358.46 Lakhs (Previous year Rs. 720.50 Lakhs).

For detailed analysis of the performance, please refer to the Management's Discussion and Analysis Section of the Annual Report.

AMOUNT TRANSFERRED TO RESERVES IF ANY:

No amount was transferred to reserves during the year under review.

DIVIDEND:

Your Directors are pleased to recommend a dividend of Rs. 3/- per share on Equity Shares of the Company as on the date of closure of register of members.

CHANGE IN NATURE OF BUSINESS:

No change in the nature of Business of the Company during the period under review.

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DEPOSITS:

During the year under review, the Company has not accepted/ renewed deposit from public/ shareholders as per the applicable provisions of the new Companies Act, 2013 and Companies (acceptance of Deposits) Rules, 2014. There is no overdue deposit as on 31st March, 2020.

CONSOLIDATED ACCOUNTS:

As required under the Listing Regulations entered into with the Stock Exchanges, a consolidated financial statement of the Company and all its subsidiaries is attached. The audited consolidated financial statements received from subsidiaries as approved by their respective Board of Directors have been prepared in accordance with Accounting Standards- 21 (AS – 21) read with AS-23 on the Accounting for investment in Associates and AS – 27 on financial reporting of interests in Joint Ventures.

SUBSIDIARY, JOINT VENTURE (JV) AND ASSOCIATE COMPANIES:-

The Company has following Subsidiaries and Associate companies:

Sr.No	Name of the Subsidiary/JV/Associate	Nature	Business
1.	AEML Investments Limited (Formerly known as Apollo Earthmovers Limited)	Subsidiary	Equipment Manufacturing
2.	Apollo FBC Crushing Equipments Limited	Subsidiary	Equipment Manufacturing
3.	Credo Mineral Industries Limited	Associate	Mining & Processing

Further, a statement containing salient features of the financial statements of our subsidiaries in the prescribed format AOC-1 is appended as “**Annexure-A**” to the Board’s Report. The statement also provides the details of performances, financial position of each of the subsidiaries.

The Company does not have any Joint Venture.

CORPORATE GOVERNANCE:-

A separate report on Corporate Governance Compliance as stipulated in Regulation 34 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) forms part of the Director’s Report.

AUDIT COMMITTEE:-

The Company has in place an Audit Committee in terms of requirements of the Act read with rules framed thereunder and Listing Regulations. The details relating to the Audit Committee are given in the Corporate Governance Report forming part of this report. The recommendations of Audit Committee were duly accepted by the Board of Directors.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:-

As per Listing Regulations, the Management Discussion and Analysis, is appended to this report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:-

1. Resignation / Cessation

During the year under review, none of the Directors or KMPs resigned from the Company. However, Mrs. Kapilaben Ashokbhai Patel resigned as an Independent Director of the Company after closing of the business hours from 30.06.2020. The Board appreciates the valuable contributions made during her tenure as an Independent Director of the Company.

2. Appointments

During the year under review, none of the Directors or KMPs was appointed.

3. Retirement by Rotation

At the ensuing Annual General Meeting Mr. Asit A. Patel and Mr. Anand A. Patel who retires by rotation and being eligible offers themselves for re-appointment.

There being no other changes in Directorship or KMPs of the Company during the year under review.

The details of Directors seeking appointment, re-appointment at the ensuing Annual General Meeting has been provided in the Notice of the Annual General Meeting, forming part of the Annual Report.

DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to the requirement of Section 134 (5) of the Companies Act, 2013 ("Act"), and based on the representations received from the operating management, the Directors hereby confirm:

- that in the preparation of Annual Accounts, the applicable Accounting Standards had been followed and that no material departures have been made from the same.
- that they had selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the profit or loss of the Company for that period.
- that they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- that they had prepared the Annual Accounts on a going concern basis.
- that the Company had adequate internal systems and controls in place to ensure compliance of laws applicable to the Company.
- that the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DECLARATION BY INDEPENDENT DIRECTORS:-

All the Independent Directors have given declaration to the Company stating their independence pursuant to Section 149(6) of the Companies Act, 2013 and there has been no change in the circumstances which may affect their status as independent director during the year.

BOARD MEETINGS:-

The Board of Directors duly met 6 (Six) times respectively on 30.05.2019, 14.08.2019, 06.09.2019, 18.11.2019, 14.02.2020 and 16.03.2020 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed. The details of the Board Meetings and the attendance of the Directors are provided in the Corporate Governance Report attached hereto which forms part of this Report.

BOARD EVALUATION:-

The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board that of its committees and individual Directors. Schedule IV to the Companies Act, 2013 states that the performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the Director being evaluated. The Board works with the Nomination & Remuneration Committee to lay down the evaluation criteria for the performance of Executive/ Non-Executive/ Independent Directors.

The evaluation of all the Directors, Committees and the Board as a whole was conducted based on the criteria and framework adopted by the Board and results of the evaluation is satisfactory and adequate and meets the requirements. The Board approved the evaluation results as collated by the Nomination & Remuneration Committee.

DETAILS OF COMMITTEE OF DIRECTORS:

Composition of Audit Committee of Directors, Nomination and Remuneration Committee of Directors and Stake Holders Relationship/ Grievances Committee of Directors, number of meetings held of each Committee during the Financial year 2019-20 and meetings attended by each member of the Committee as required under the Companies Act, 2013 are provided in Corporate Governance Report and forming part of the report.

REMUNERATION POLICY:-

A Nomination and Remuneration Policy has been formulated pursuant to the provisions of Section 178 and other applicable provisions of the Companies Act, 2013 and Rules thereto stating therein the Company's policy on appointment and remuneration of Directors and Key Managerial Personnel which was approved and adopted by the Board of Directors in its Meeting held on May 30, 2014. The Remuneration Policy is stated in the Corporate Governance Report.

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CONSERVATION OF ENERGY, TECHNOLOGY ABRORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO:-

The particulars regarding conservation of energy, technology absorption and Foreign Exchange earnings and outgo pursuant to 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is annexed herewith as "**Annexure B**".

ANNUAL RETURN:-

Annual Return in pursuance to Section 92(3) of the Companies Act, 2013 for the financial year 2019-20 will be placed on the website of the Company after completion of Annual General Meeting and the same can be accessed through web link <http://apollo.co.in/invester-zone.php>

VIGIL MECHANISM / WHISTLE BLOWER POLICY:-

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behaviour, the Company has adopted a Vigil Mechanism/Whistle Blower Policy. This policy is explained in corporate governance report and also posted on the website of company i.e. http://www.apollo.co.in/PDF/Code_of_Conduct Whistle Blower Policy.pdf

POLICY ON PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

The Company has in place a Policy on Prevention of Sexual Harassment of Women at Workplace in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder and Internal Complaints Committee has also been set up to redress complaints regarding sexual harassment. During the year, no complaint with allegations of sexual harassment was received by the Company.

CORPORATE SOCIAL RESPONSIBILITY:-

Brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs is available on the Company's website www.apollo.co.in for reference. Further the report on CSR activities pursuant to clause (o) sub-section (3) of section 134 of The Companies Act, 2013 read with the Companies (Corporate Social Responsibility policy) Rules, 2014 is in **Annexure C** to this report.

STATUTORY AUDITORS:-

M/s. DJNV & Co., Chartered Accountants Statutory Auditors of the Company, were appointed as statutory auditors of the Company for a period of five years from the financial year 2015-16 till the financial year 2019-20.

Pursuant to the provisions of section 139(1) of the Companies Act, 2013 and the Rules framed there under, it is proposed to re-appoint, M/s. DJNV & Co., Chartered Accountants as Statutory Auditors of the Company for further period of five years from the conclusion of the forthcoming AGM till the conclusion of Annual General Meeting to be held for the financial year 2024-25 of the Company at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the said Auditors.

The Company has received letters from, M/s. DJNV & Co., Chartered Accountants, to the effect that their appointment, if made, would be within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified from being appointed as Statutory Auditors of the Company.

COMMENTS ON AUDITORS' REPORT:-

There is no adverse comment in the Auditors' Report which requires any further explanation.

SECRETARIAL AUDITOR:-

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Ashish Shah & Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company for FY 2019-20. The Secretarial Audit Report is appended to this report as "**Annexure D**".

COMMENTS ON SECRETARIAL AUDITORS' REPORT:-

The Secretarial Auditor has raised following qualifications in his report:

1. Company has submitted the consolidated financial results for the first quarter in the financial year 2019-20 with the stock exchange(s) with delay of 22 days. Both the Stock Exchange(s) (BSE and NSE) have levied a penalty of Rs. 75,000/- and 1,10,000/- respectively towards non submission / delay in submission of financial results within the period prescribed under the SEBI (LODR) Regulations.
2. Company has made delay of 4 days in furnishing the consolidated financial results for the second quarter of the financial year 2019-20 with the stock exchange(s). Both BSE and NSE have levied a penalty of Rs. 23,600/- each.

With respect to above qualifications raised by Secretarial Auditor, your Directors submits that AEML Investments Limited (AEML) is one of the wholly owned subsidiaries of the Company. Due to some technical reasons there was delay in obtaining financials of the associates of AEML. Therefore the finalization of the accounts for AEML for the first and second quarter of the financial year 2019-20 got delayed. Accordingly there was delay in submitting accounts of Gujarat Apollo Industries Limited. The Company has however paid the necessary penalties in the both the exchanges. The penalty paid for the delay of first quarter was amounting Rs. 75,000/- with BSE and Rs. 1,10,000/- with NSE. The penalty paid for the delay of second quarter was amounting Rs. 20,000/- each with BSE and NSE. Your directors expect that these accounts will be finalized and audited within the timeframe henceforth.

COST AUDITORS AND COST RECORD:-

Your Company was not required to appoint cost auditor of the Company for FY 2019-20. The Company has maintained the cost records as per the provisions of Section 148 of the Companies Act, 2013 and the rules made thereunder.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:-

No guarantees were given. Details of Loans, Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements. (Refer Note No. 4,7,8)

RELATED PARTY TRANSACTIONS (RPT):-

During the period under review there were transactions with related parties as defined under Section 188 of the Companies Act, 2013. Details of the same are annexed in "Annexure E" and forming part of this report.

INTERNAL CONTROL SYSTEMS:-

The Company has an adequate system of internal control procedures which is commensurate with the size and nature of business. Detailed procedural manuals are in place to ensure that all the assets are safeguarded, protected against loss and all transactions are authorized, recorded and reported correctly. The internal control systems of the Company are monitored and evaluated by internal auditors and their audit reports are periodically reviewed by the Audit Committee of the Board of Directors.

PARTICULARS OF EMPLOYEES:-

The information required under section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year.

Sr. No	Name of the Director	Designation	Ratio to median remuneration
1	Mr. Asit A. Patel	Managing Director	-69%

No other remuneration except perquisites is being drawn by the Managing Director. The Non-executive directors are not paid any remuneration except sitting fees for attending the meetings of the Board and / or Committees thereof which is within the limits prescribed by the Companies Act, 2013