

**MINUTES OF THE TWENTY FIFTH ANNUAL GENERAL MEETING OF MEMBERS OF GUJARAT APOLLO INDUSTRIES LIMITED HELD ON WEDNESDAY, 26<sup>TH</sup> SEPTEMBER, 2012 AT THE REGISTERED OFFICE OF THE COMPANY AT , POST JAGUDAN, STATE HIGHWAY, MEHSANA – 382710 ( N.G.) AT 11.00 A.M.**

**PRESENT:**

1. Mr. Anilkumar Patel : Director
2. Mr. Manibhai Patel : Director
3. Mr. Asit Patel : Managing Director
4. Mr. Anand Patel : Whole-Time Director
5. Dr. Naranbhai T. Patel : Director
6. Mr. Rupesh Mehta : Director

**IN ATTENDANCE:**

1. Ms. Neha Chikani Shah : Company Secretary
2. Mr. Ashish Shah : Practicing Company Secretary

18 Members were present in person and the Company had received 1 Proxy.

At the request of the members present, Mr. Anilkumar Patel, Director of the Company occupied the Chair.

The Chairman announced that since the quorum for the meeting was present, the formal proceedings of the meeting could be commenced. He then formally extended a very warm welcome to the Shareholders.

The Chairman then read the notice convening this meeting to the Shareholders present. With the consent of the Shareholders the Directors' report to the Shareholders was taken as read. He then read the Auditor's Report to the Members of the Company.

The Register of Directors' Shareholding was kept open for the members during the continuance of the meeting.

Then the Chairman addressed the shareholders of the Company and the following businesses were transacted:

**1. APPROVAL OF ACCOUNTS OF THE COMPANY FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2012.**

The Chairman placed before the Board the Balance Sheet of the Company as of 31<sup>st</sup> March 2012 and Profit & Loss Account for the year ended on that date together with Schedules thereon and Report of the Directors' & Auditors thereon.

The Chairman, thereafter, proposed the following resolution as an Ordinary Resolution.

"RESOLVED that the audited Balance Sheet as at 31<sup>st</sup> March, 2012 and the Profit and Loss Account for the year ended on that date and the reports of the Directors' and Auditors' thereon be and are hereby received, approved and adopted".

On being put to vote on show of hands all the shareholders present raised their hands in favor of the resolution. Chairman declared the resolution passed unanimously.

## **2. DECLARATION OF DIVIDEND:**

Mr. Anand Patel proposed the following resolution as an Ordinary Resolution and the same was seconded by Ms. Shilpa Shah:

"RESOLVED THAT Dividend of Rs. 2.50 per on 1,65,75,000 Equity Shares of Rs. 10/- each amounting to Rs. 414.375 Lacs for the year 2011-12 as recommended by the Board of Directors be and hereby declared as Final Dividend for the year 2011-12 and the same be paid to the members whose names appear on the register of members on 18<sup>th</sup> September, 2012 of the Company."

On being put to vote on show of hands all the shareholders present raised their hands in favor of the resolution. Chairman declared the resolution passed unanimously.

## **3. REAPPOINTMENT OF DR. NARANBHAI T. PATEL AS A DIRECTOR OF THE COMPANY.**

Mr. Nehal Shah proposed the following resolution as an Ordinary Resolution which was seconded by Mr. Ashish Shah:

"RESOLVED that Dr. Naranbhai T. Patel, Director of the Company who retires by rotation be and is hereby reappointed as the Director of the Company".

On being put to vote on show of hands all the shareholders present raised their hands in favor of the resolution. Chairman declared the resolution passed unanimously.

## **4. RETIREMENT BY ROTATION OF DR. NAVNIT V. VASANI, DIRECTOR OF THE COMPANY.**

The matter of reappointment of Dr. N. V. Vasani was taken into consideration. As Dr. N. V. Vasani shown his disinterest in continuing as a director of the Company due to his ill health, he did not seek re-appointment. The Managing Director then appreciated the sincere efforts put up by one of the senior most management member Dr. N. V. Vasani.

Mr. Anand Patel proposed the following resolution as an Ordinary Resolution and the same was seconded by Mr. S. K. Moondra:

**"RESOLVED THAT** Dr. N. V. Vasani, a director liable to retire by rotation, who does not seek re-election, be not re-appointed as a Director of the Company.

**RESOLVED FURTHER THAT** the vacancy, so created on the Board of Directors of the Company be filled by the Board of Directors".

On being put to vote on show of hands all the shareholders present raised their hands in favor of the resolution. Chairman declared the resolution passed unanimously.

**5. APPOINTMENT OF AUDITOR:**

Mr. Ramesh Patel proposed the following resolution as an Ordinary Resolution and was seconded by Mr. Nirav Shah:

**"RESOLVED** that M/s Arvind A. Thakkar & Co., Chartered Accountants, Ahmedabad, be and are hereby appointed as the Statutory auditors of the Company to hold the office from the conclusion of 25<sup>th</sup> Annual General Meeting until the conclusion of 26<sup>th</sup> Annual General Meeting on a remuneration recommended by the Audit Committee and mutually agreed between the Board of Directors of the Company and the Auditors."

On being put to vote on show of hands all the shareholders present raised their hands in favor of the resolution. Chairman declared the resolution passed unanimously.

**6. APPOINTMENT RUPESH MEHTA AS A DIRECTOR OF THE COMPANY:**

Mr. Manibhai Patel proposed the following resolution as an Ordinary Resolution and the same was seconded by Mrs. Nayna Patel:

**"RESOLVED THAT** Mr. Rupesh P. Mehta, who was appointed by the Board of Directors as an Additional Director of the Company with effect from October 20, 2011 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 ("Act") and in respect of whom the Company has received a notice in writing from a Member under Section 257 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company whose term of appointment will be liable to retire by rotation."

On being put to vote on show of hands all the shareholders present raised their hands in favor of the resolution. Chairman declared the resolution passed unanimously.

**7. VARIATION IN TERMS OF APPOINTMENT  
/REMUNERATION OF MR. ASIT A. PATEL, MANAGING  
DIRECTOR OF THE COMPANY:**

Mr. Ashish Shah proposed the following resolution as an Ordinary Resolution and the same was seconded by Mr. Nehal Shah:

**"RESOLVED THAT** pursuant to the provisions of Section 269 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and subject to Articles of the Articles of Association of the Company and subject to such modification as the consent be and is hereby accorded for the following variation in terms of appointment / remuneration of Mr. Asit A. Patel, Managing director of the Company:

**Salary (Rs./Month)**

The monthly salary of Mr. Asit A. Patel be revised from Rs. 1,40,000/- p.m. to 1,90,000/-p.m. subject to maximum of 5% /10% of the net profits of the Company w.e.f. 1<sup>st</sup> September, 2012.

He shall be entitled to the following perquisites in addition to the salary and commission:

a) Re-imbusement of Medical expenditure

Re-imbusement of Medical Fees and expenses will be provided to Mr. Asit A. Patel, subject to the rules of the Company within the overall ceiling as defined under the Companies Act, 1956 or any other applicable Act.

b) Club Fees

Fees and expenses at clubs, subject to a maximum of two clubs. This will not include life membership fees.

c) Leave Travel Assistance/Encashment

Business Class Air Fare with full payment and allowances, as per the rules of the Company, for self and family once in a year to any destination. Family defined as spouse and dependent children. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

e) Personal accident insurance

As per rules of the Company

Mr. Anand Patel proposed the following resolution as an Ordinary Resolution and the same was seconded by Mr. S. K. Moondra:

**"RESOLVED THAT** Dr. N. V. Vasani, a director liable to retire by rotation, who does not seek re-election, be not re-appointed as a Director of the Company.

**RESOLVED FURTHER THAT** the vacancy, so created on the Board of Directors of the Company be filled by the Board of Directors".

On being put to vote on show of hands all the shareholders present raised their hands in favor of the resolution. Chairman declared the resolution passed unanimously.

**5. APPOINTMENT OF AUDITOR:**

Mr. Ramesh Patel proposed the following resolution as an Ordinary Resolution and was seconded by Mr. Nirav Shah:

**"RESOLVED** that M/s Arvind A. Thakkar & Co., Chartered Accountants, Ahmedabad, be and are hereby appointed as the Statutory auditors of the Company to hold the office from the conclusion of 25<sup>th</sup> Annual General Meeting until the conclusion of 26<sup>th</sup> Annual General Meeting on a remuneration recommended by the Audit Committee and mutually agreed between the Board of Directors of the Company and the Auditors."

On being put to vote on show of hands all the shareholders present raised their hands in favor of the resolution. Chairman declared the resolution passed unanimously.

**6. APPOINTMENT RUPESH MEHTA AS A DIRECTOR OF THE COMPANY:**

Mr. Manibhai Patel proposed the following resolution as an Ordinary Resolution and the same was seconded by Mrs. Nayna Patel:

**"RESOLVED THAT** Mr. Rupesh P. Mehta, who was appointed by the Board of Directors as an Additional Director of the Company with effect from October 20, 2011 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 ("Act") and in respect of whom the Company has received a notice in writing from a Member under Section 257 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company whose term of appointment will be liable to retire by rotation."

On being put to vote on show of hands all the shareholders present raised their hands in favor of the resolution. Chairman declared the resolution passed unanimously.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to revise the above salary within the overall limit stipulated under schedule XIII read with Section 269 & 309 and as may be approved by Board on recommendation of remuneration committee.

**RESOLVED FURTHER THAT** all other terms and conditions of his appointment other than modified under this resolution would remain unchanged.

**RESOLVED FURTHER THAT** a certified copy of the foregoing resolution be furnished to the concerned authorities to act thereupon as and when required."

On being put to vote on show of hands all the shareholders present raised their hands in favor of the resolution. Chairman declared the resolution passed unanimously.

**8. RE-APPOINTMENT OF MR. ANAND A. PATEL AS WHOLE-TIME DIRECTOR OF THE COMPANY:**

Mr. Anish Mansuri representing Reliance Capital Trustee Co. Ltd, Reliance Small Cap Fund, proposed the following resolution as an Ordinary Resolution which was seconded by Mr. Amol Patel, representing ICICI Prudential Trust Limited:

**"RESOLVED THAT** to provisions of the relevant Articles of Articles of Association of the Company and Sections, 198,269,309 and 310 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (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, Mr. Anand A. Patel be and is hereby Re-appointed as the Whole-Time Director of the Company for a period of three years with effect from 1<sup>st</sup> September, 2012 on the terms and conditions hereinafter mentioned.

Salary (Rs. / Month):

The monthly salary of Mr. Anand A. Patel be Rs. 1,60,000/- p.m.

Commission

Such remuneration by way of commission not exceeding 1 % of net profits of the Company in addition to the salary, perquisites and allowances, subject to the overall ceiling stipulated in Sections 198 and 309 of the Companies Act, 1956. 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 should be allowed in addition to the salary as but within the overall limit, if any, prescribed under Schedule XIII of the Companies Act, 1956, 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) Medical Reimbursement

Expenses incurred for the appointee subject to the rules of the Company within the overall ceiling as defined under the Companies Act, 1956 or any other applicable Act.

### b) Leave Travel Assistance

Business Class Air Fare, with full payment and allowances, as per the rules of the Company, for self and family once in a year to any destination. Family defined as spouse and dependent children. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

### c) Club Fees

Fees and expenses at clubs subject to a maximum of two clubs. This will not include life membership fees.

### d) Personal accident insurance

As per rules of the Company

### e) Employer's contribution to Provident fund/superannuation fund

As per Rules of the Company

### f) Gratuity

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

### g) Car/Telephone/Electricity

Car with chauffer for use on Company's business and telephone/telefax/Electricity facilities at residence will be provided to the appointee. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the appointee. The aforesaid remuneration will be subject to the limit of 5% of the net profits as laid down under sub-section (3) of section 309 of the Companies Act, 1956.

Minimum Remuneration: Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Anand A. Patel, the Company has no profits or the profits of the Company are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above.

Others:

- The Company will reimburse to the said Executive Director such expenses as he may incur on behalf of the Company.
- The Whole-Time Director shall not be liable to retire by rotation.
- The Whole-Time 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 the Board of Directors of the Company be and is hereby authorized do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

On being put to vote on show of hands all the shareholders present raised their hands in favor of the resolution. Chairman declared the resolution passed unanimously.

**9. PAYMENT OF COMMISSION OUT OF PROFITS TO MR. ANILKUMAR T. PATEL, DIRECTOR OF THE COMPANY:**

Mr. Rameshbhai Patel proposed the following resolution as a Special Resolution and the same was seconded by Mr. Nehal Shah.

"RESOLVED THAT pursuant to the relevant Articles of Association of the Company and Sections, 198,269,309(4) and 310 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) subject to such other consents, approvals and permissions if any needed, consent be and are hereby accorded for the payment of commission to Mr. Anilkumar T. Patel, Director of the Company to the extent of 1% of the net profits of the Company, calculated in accordance with the provisions of section 349 and 350 of the Companies Act, 1956, in such a manner as the Board of Directors may determine from time to time."

On being put to vote on show of hands all the shareholders present raised their hands in favor of the resolution. Chairman declared the resolution passed unanimously.



**10. PAYMENT OF COMMISSION OUT OF PROFITS TO MR. MANIBHAI V. PATEL, DIRECTOR OF THE COMPANY:**

Ms. Shilpa Shah proposed the following resolution as a Special Resolution and the same was seconded by Mr. Amol Patel representing ICICI Prudential Trust Limited:

"**RESOLVED THAT** pursuant to the relevant Articles of Articles of Association of the Company and Sections, 198,269,309(4) and 310 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) subject to such other consents, approvals and permissions if any needed, consent be and are hereby accorded for the payment of commission to Mr. Manibhai V. Patel, Director of the Company to the extent of 1% of the net profits of the Company, calculated in accordance with the provisions of section 349 and 350 of the Companies Act, 1956, in such a manner as the Board of Directors may determine from time to time."

On being put to vote on show of hands all the shareholders present raised their hands in favor of the resolution. Chairman declared the resolution passed unanimously.

**11. VOTE OF THANKS**

There being no other business, the meeting was terminated with a vote of thanks to the chair and the members.

**PLACE: MEHSANA**

*A.T. Patel*

**DATE: 20/10/2012**

**CHAIRMAN**