

GUJARAT APOLLO INDUSTRIES LIMITED

"Parishram", Cellar, 5-B, Rashmi Society, Near Mithakhali Circle, Navrangpura, Ahmedabad - 380 009. Gujarat, India Tel. +91-79-2644 4597/98, 2656 4705 • www.apollo.co.in

September 29, 2016

Dy. General Manager BSE Limited, Corporate Relation Department P.J Towers, Dalal Street, Fort, Mumbai – 400001	The Manager, National Stock Exchange of India Ltd. Exchange Plaza, Bandra- Kurla Complex, Bandra (E) Mumbai- 400051
Scrip ID:GUJAPOIND; Scrip Code:522217	

Dear Sir,

Subject: Disclosure of Voting Results of the 29TH Annual General Meeting of GUJARAT APOLLO INDUSTRIES Limited held on WEDNESDAY, 28TH SEPTEMBER, 2016.

The details of voting results of the 29th Annual General Meeting of Gujarat Apollo Industries Limited held on Wednesday, 28th September, 2016 are enclosed in the format prescribed under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Report of Scrutinizer on E-Voting is also enclosed herewith.

Kindly take the same on record.

Thanking you

Yours faithfully,

FOR GUJARAT APOLLO INDUSTRIES LIMITED

CS NEHA CHIKANI SHAH

COMPANY SECRETARY [M'SHIP NO:A25420]

Voting Results for 29th Annual General Meeting of Gujarat Apollo Industries Limited



Agenda- wise disclosure

The mode for voting for all resolutions was remote e-voting and e-voting at the Meeting (Ballot)

Resolution 1. Adoption of Financial Statements of Company including consolidated accounts as on 31st March, 2016.

	Total		דווסנונטנוט	Public- Non			Public- Institutions		Group	Promoter and Promoter			Category	Whether promi	Resolution req
		Total	Poll	E-Voting	Total	Poll	E-Voting	Total	Poll	E-Voting			Mode of Voting	Whether promoter/ promoter group are interested in the agenda/resolution?	Resolution required: (Ordinary/ Special)
	13660000		53291/6			1000	103087		0000	8227737	(1)	shares held	No. of	are	cial)
	8021574	1092454	25235	1067219		-		6929120	1	6929120	(2)	votes polled	No. of	No	Ordinary
NSTRICK NOTES	58.72%	20.49%	0.47%	20.02%	-		1	84.21%		84.21%	(3)=[(2)/(1)]* 100	Polled on outstanding shares	% of Votes		
	8021574	1092454	25235	1067219	!	1		6929120	I E	6929120	(4)	Vote – in favour	No. of	•	
	i	- 1	ļ ,	1	1	!	I 1	1	1	ŀ	(5)	Votes – against	No. of		
-	100%	100%	100%	100%	1	1	-	100%	1	100%	(6)=[(4)/(2)]* 100	favour on votes polled	% of Votes in		
	•	ı	ŀ		ı	ı	.l	1	t		polled (7)=[(5) /(2)]*10	on Votes d against on votes	% of	·	

Resolution 2. To declare dividend on equity shares.

	100%	1	8021574 -	58.72%	8021574	13660000		Total
I	100%		1092454 -	20.49%	1092454		Total	
1	100%		25235	0.47%	25235	53291/6	Poll	ri ocica ci oi o
1	100%	1	1067219	20.02%	1067219		E-Voting	Public- Non Institutions
	11	1	1	1	I I		Total	
. 1	1	1	:	. 1		1	Poll	
1	-	1	1	1	B.	103087	E-Voting	Public- Institutions
1	100%	1	6929120	84.21%	6929120		Total	
1	1	!	-	1	1	022//3/	Poll	Group
	100%	;	6929120	84.21%	6929120	82277737	E-Voting	Promoter and Promoter
polled (7)=[(5) /(2)]*10	(6)=[(4)/(2)]* 100	(5)	(4)	(3)=[(2)/(1)]* 100	(2)	(1)		
against on votes	votes polled	against	in favour	outstanding shares	polled	טומו כט ווכום		
% of	otes in	No. of	No. of	% of Votes	No. of	No. of	Mode of Voting	Category
					No	o are ?	Whether promoter/ promoter group are interested in the agenda/resolution?	Whether promi
					Ordinary	ecial)	Resolution required: (Ordinary/ Special)	Resolution requ



Resolution 3. To appoint Mr. Asit Anilkumar Patel [DIN:00093332] as a Director liable to retire by rotation.

1	100%	i	8021574	58.72%	8021574	13660000		lotal
ŧ	100%	1	1092454	20.49%	1092454		Total	1
ı	100%		25235	0.47%	25235	0/1676	Poll	
t	100%	1	1067219	20.02%	1067219	24.101.23	E-Voting	Institutions
I	-	-	1	1	1		Total	
1		1	!	1	1		POII	
1	1	1		1	1	103087	E-Voting	Public- Institutions
1	100%	ļ	6929120	84.21%	6929120		Total	
	ì	ł	1	•	1		Poll	Group
1	100%	;	6929120	84.21%	6929120	8227737	E-Voting	Promoter and Promoter
polled (7)=[(5) /(2)]*10	(6)=[(4)/(2)]* 100	(5)	(4)	(3)=[(2)/(1)]* 100	(2)	(1)		
Votes against on votes	favour on votes polled	∺ 1	оп Б д (ф	lled o tstandir ares	ed Se	Ę		
0/ 05	-	No of	No of	% of Votes	No. of	No. of	Mode of Voting	Category
			-		yes	are	Whether promoter/ promoter group are interested in the agenda/resolution?	Whether prom interested in the contract of the
					Ordinary	cial)	Resolution required: (Ordinary/ Special)	Resolution req



Resolution 4. To appoint Mr. Anand Anilkumar Patel [DIN:00002277] as a Director liable to retire by rotation.

ı.	100%	•	8021574	58.72%	8021574	13660000		Total
	100%		1092454	20.49%	1092454		Total	
	100%	1	25235	0.47%	25235	53291/6	Poll	
•	100%	1	1067219	20.02%	1067219	1	E-Voting	Public- Non Institutions
1	1		-	1	-		Total	
ı	-	. [-	ŀ	E L	1	Poll	
	1	1	ľ	1	-	103087	E-Voting	Public- Institutions
1	100%	1	6929120	84.21%	6929120		Total	
Ē.	i I	1	1	1	1		Poll	Group
-	100%	1	6929120	84.21%	6929120	8227737	E-Voting	Promoter and Promoter
polled (7)=[(/(2)]*: 0	$\begin{array}{c c} (6) = [(4)/(2)] * & (7) = [(5) \\ 100 & /(2)] * 10 \\ \end{array}$	(5)	(4)	(3)=[(2)/(1)]* 100	(2)	(1)		
Votes against on votes	favour on votes in	~ 1	Vote - in favour	lled on tstanding ares	ed	ភ្ជ		
0/ 26	OV of Votoo in	200	No.	% of Votes	yes of .	o are	whether promoter/ promoter group are interested in the agenda/resolution? Category Mode of Voting No.	interested in the Category
					Ordinary	ecial)	Resolution required: (Ordinary/ Special)	Resolution req



Resolution 5. Ratification of re-appointment of M/s. DJNV & Co., as a Statutory Auditors of the Company.

1	100%	1	8021574	58.72%	8021574	13660000		Total
E .	100%	1	1092454	20.49%	1092454		Total	
ı	100%	1	25235	0.47%	25235	077675	Poll	
i i	100%	1	1067219	20.02%	1067219	E3304.20	E-Voting	Public- Non Institutions
1			1	1	i		Total	
1			!	1			Poll	
	:	I.	1	1		103087	E-Voting	Public- Institutions
1	100%	1	6929120	84.21%	6929120		Total	
1	-	-	-	-	-		Poll	Group
1	100%	1	6929120	84.21%	6929120	8227737	E-Voting	Promoter and Promoter
polled (7)=[(5) /(2)]*10	(6)=[(4)/(2)]* 100	(5)	(4)	(3)=[(2)/(1)]* 100	(2)	(1)		
Votes against on votes	favour on votes polled	Votes – against	in favour	outstanding shares	polled	snares neid		
% of	otes in	No. of	No. of		No. of	No. of	Mode of Voting	Category
					No	are?	Whether promoter/ promoter group are interested in the agenda/resolution?	Whether promo
					Ordinary	ecial)	Resolution required: (Ordinary/ Special)	Resolution requ



Resolution 6. Transactions with Related parties under Section 188 of the Companies Act, 2013.

		shares held (1)	votes polled (2)	Polled on outstanding shares (3)=[(2)/(1)]* 100	Vote – in favour (4)	Votes – against (5)	favour on votes polled (6)=[(4)/(2)]*	Votes against on votes polled (7)=[(5) /(2)]*10
Dromotor and	П ()0+;50		261 4502	12 020	261/502		1000%	
Group	Pol	8227737	1	-	1	1	1	1
	Total		3614592	43.93%	3614592	1	100%	
Public- Institutions	E-Voting	103087	1	1	1	1	1 1	ı
	Poll	10000			1	1		1
	Total			- -			-	1
Public- Non	E-Voting		1067219	20.02%	1067219		100%	•
Suoitntions	Poll	5329176	25235	0.47%	25235	1	100%	1
	Total		1092454	20.49%	1092454	:	100%	
Total		13660000	4707046	34.46%	4707046	1	100%	1



Resolution 7. To Disinvest from German based wholly owned subsidiary, Apollo Maschinenbau, GmbH

Resolution requ	Resolution required: (Ordinary/ Special)	cial)	Special					
Whether promi	Whether promoter/ promoter group are interested in the agenda/resolution?		yes					:
Category	Mode of Voting	No. of	No. of	% of Votes	No. of	No. of	otes in	% of
		shares held	votes	Polled on	Vote -	1	ĭ	Votes
			polled	outstanding shares	in favour	against	olled	against on votes
					1	<i></i>		polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*	(7)=[(5)]
					-		C	0 0 10
Promoter and	E-Voting		6929120	84.21%	6929120	!	100%	
Group	Poll	022//3/	1	1	l I	1		
	Total		6929120	84.21%	6929120		100%	1
Public- Institutions	E-Voting	102087	1	I		I .		1
	Poll	000		1	1	1	1	
	Total		1	1	I I	!	1	J
Public- Non	E-Voting		1067219	20.02%	1067219	!	100%	1
דוופרונחמטווא	Poll	53291/6	25235	0.47%	25235	:	100%	1
	Total		1092454	20.49%	1092454	i	100%	
Total		13660000	8021574	58.72%	8021574	i	100%	i
Thanking you			- Control of the Cont			-		

Yours faithfully,

CS NEHÁ CHIKANI SHAH - COMPANY SECRETARY FOR GUJARAT APOLLO INDUSTRIES LIMITED

M'SHUP NO:A25420]

COMPANY SECRETARY

4th Floor, Shaival Plaza, Near Gujarat College, Ellisbridge, AHMEDABAD-380006

Tel.: 079-26420336/7/9 Fax: 079-26424100 Mobile: 9825940391

E-mail : ashish@ravics.com

SCRUTINIZER'S REPORT

To,
The Chairman
Gujarat Apollo Industries Limited
Block No. 486, 487, 488,
Mouje Dholasan,
Taluka and District:
Mehsana – 382732.

Dear Sir,

Subject: Consolidated Scrutinizer's Report on Remote E-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and Poll at the AGM venue pursuant to Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the 29th Annual General Meeting of M/s. Gujarat Apollo Industries Limited held on Wednesday, the 28th day of September, 2016 at the registered office of the Company at Block No. 486, 487, 488, Mouje Dholasan, Taluka and District: Mehsana – 382732.

I, Ashish Shah, a Company Secretary in practice, have been appointed by the Board of Directors of M/s. Gujarat Apollo Industries Limited (the Company) as a Scrutinizer for the purpose of scrutinizing the remote e-voting and poll at the Annual General Meeting (AGM) venue and ascertaining the requisite majority, on the resolutions contained in the notice to the 29th Annual General Meeting (AGM) of the members of the Company, held on Wednesday, the 28th day of September, 2016 at 11.00 a.m. at the registered office of the Company at Block No. 486, 487, 488. Mouje Dholasan, Taluka and District: Mehsana – 382732.

The Notice dated 12th August, 2016 along with the statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting on the resolutions contained in the Notice of 29th Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the voting process is restricted to presenting a Scrutinizer's Report of the votes cast "in favour" or "against" or "abstained", in respect of the resolutions stated below, based on the reports generated from the e-voting system provided by Central Depository System Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company.

The Company has also provided poll at the AGM venue facility to the Shareholders present at the Annual General Meeting and who had not cast their vote earlier through remote e-voting facility.

Further to the above, I submit my report as under:-

E-Voting:

 The e-voting period remained open from Sunday, 25th September, 2016 (9:00 a.m.) to Tuesday, 27th September, 2016 (5:00 p.m.).



COMPANY SECRETARY

4th Floor, Shaival Plaza, Near Gujarat College, Ellisbridge,

AHMEDABAD-380006 Tel.: 079-26420336/7/9

Fax: 079-26424100 Mobile: 9825940391 E-mail: ashish@ravics.com

- (ii) The members of the Company as on the "cut-off" date i.e. 21st September, 2016 were entitled to vote on the resolutions (items no. 1 to 7 as set out in the notice of the 28th Annual General Meeting of the Company).
- (iii) The votes cast under remote e-voting facility were thereafter unblocked in presence of two witnesses, who were not in employment of the Company.
- (iv) The Corporate members, who had participated in the remote e-voting and had not provided the scanned copy of the resolution passed at the Board of Directors for authorization to exercise their votes through e-voting are rejected and treated as invalid.

Poll:

- (i) The Company had provided the facility for voting through ballot or polling paper at the AGM and members, who have not cast their vote by remote e-voting, was allowed to exercise their right to vote at the meeting.
- (ii) The polling papers in Form MGT-12 as per the Companies (Management and Administration) Rules, 2015 were distributed to the Shareholders present. The shareholders cast their votes in one ballot box kept at convenient places at the venue.
- (iii) The locked ballot box was subsequently opened before me, in presence of two witnesses, who were not in employment of the Company and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.

Item No. 1- Ordinary Resolution

Adoption of audited financial statements (including consolidated financial statements) for the financial year ended 31st March, 2016.

		Votes in	favour of the	e Resolution	Votes agains	st the Resolut	ion
Voting Method	Total Valid Votes	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast
Remote E- Voting	7996339	99	7996339	100	NIL	NIL	NIL
Poll at the AGM	25235	4	25235	100	NIL	NIL	NIL
Total	8021574	103	8021574	100	NIL	NIL	NIL

Item No. 2- Ordinary Resolution

Declaration of Dividend on Equity Shares.

	m-4-1	Votes in f	avour of the	e Resolution	Votes agair	ist the Reso	olution
Voting Method	Total Valid Votes	No. of Folios	No. of Shares	% of total number of valid votes	No. of Folios	No. of Shares	% of total number of valid votes cast

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COMPANY SECRETARY

4th Floor, Shaival Plaza, Near Gujarat College, Ellisbridge, AHMEDABAD-380006

Tel.: 079-26420336/7/9 Fax: 079-26424100 Mobile: 9825940391 E-mail: ashish@ravics.com

				cast			
Remote E- Voting	7996339	99	7996339	100	NIL	NIL	NIL
Poll at the AGM	25235	4	25235	100	NIL	NIL	NIL
Total	8021574	103	8021574	100	NIL	NIL	NIL

Item No. 3- Ordinary Resolution

Re-appointment of Mr. Asit Anilkumar Patel [DIN 00093332] as a Director liable to retire by rotation.

		Votes in favour of the Resolution			Votes against the Resolution		
Voting Method	Total Valid Votes	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast
Remote E- Voting	7996339	99	7996339	100	NIL	NIL	NIL
Poll at the AGM	25235	4	25235	100	NIL	NIL	NIL
Total	8021574	103	8021574	100	NIL	NIL	NIL

Item No. 4- Ordinary Resolution

Reappointment Mr. Anand Anilkumar Patel [DIN: 00002277] as a Director liable to retire by rotation.

		Votes in favour of the Resolution			Votes against the Resolution		
Voting Method	Total Valid Votes	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast
Remote E- Voting	7996339	99	7996339	100	NIL	NIL	NIL
Poll at the AGM	25235	4	25235	100	NIL	NIL	NIL
Total	8021574	103	8021574	100	NIL	NIL	NIL



COMPANY SECRETARY

4th Floor, Shaival Plaza, Near Gujarat College, Ellisbridge,

AHMEDABAD-380006

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Item No. 5- Ordinary Resolution

Ratification of Appointment of M/s. DJNV & CO., Chartered Accountants Statutory Auditors of the Company.

		Votes in favour of the Resolution			Votes against the Resolution		
Voting Method	Total Valid Votes	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast
Remote E- Voting	7996339	99	7996339	100	NIL	NIL	NIL
Poll at the AGM	25235	4	25235	100	NIL	NIL	NIL
Total	8021574	103	8021574	100	NIL	NIL	NIL

Item No. 6- Ordinary Resolution

Ratification of related party transaction.

		Votes in favour of the Resolution			Votes against the Resolution		
Voting Method	Total Valid Votes	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast
Remote E- Voting	4681811	96	4681811	100	NIL	NIL	NIL
Poll at the AGM	25235	4	25235	100	NIL	NIL	NIL
Total	4707046	100	4707046	100	NIL	NIL	NIL

^{*}For this resolution 3 shareholders holding 3314528 equity shares abstained from voting.

Item No. 7- Special Resolution

Disinvestment of shares of wholly owned subsidiary, Apollo Mascninenbau GmbH, Germany

		Votes in favour of the Resolution			Votes against the Resolution		
Voting Method	Total Valid Votes	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast
Remote E- Voting	7996339	99	7996339	100	NIL	NIL	NIL

hpany Secretaria

COMPANY SECRETARY

4th Floor, Shaival Plaza, Near Gujarat College, Ellisbridge, AHMEDABAD-380006 Tel.: 079-26420336/7/9 Fax: 079-26424100

Mobile: 9825940391 E-mail: ashish@ravics.com

Poll at the AGM	25235	4	25235	100	NIL	NIL	NIL
Total	8021574	103	8021574	100	NIL	NIL	NIL

All the resolutions have been passed with requisite majority.

Shah & Assoc

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The data sheet relating to e-voting/Poll at the AGM venue and other related papers/registers, records are handed over to the Company Secretary of the Company.

Thanking you Yours Faithfully,

Scrutinizer

Name: Ashish Shah

Practicing Company Secretary

FCS: 5974; COP: 4178

Date: 28/09/2016

Place: Ahmedabad