

**General information about company**

Scrip code	522217
NSE Symbol	GUJAPOLLO
MSEI Symbol	NOTLISTED
ISIN	INE826C01016
Name of the entity	GUJARAT APOLLO INDUSTRIES LIMITED
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Yearly
Date of Report	31-03-2020
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

## Annexure I

### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory														Textual Information(1)					
Whether the listed entity has a Regular Chairperson														Yes					
Whether Chairperson is related to MD or CEO														No					
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN
1	Mr	MANILAL VIRCHANDDAS PATEL	AHKPP8276C	00115717	Non-Executive - Non Independent Director	Not Applicable		05-01-1933	Yes	27-09-2019	07-10-1986				1	0	171	172	
2	Mr	ASIT ANILBHAI PATEL	ABBPP2987K	00093332	Executive Director	Not Applicable	MD	25-09-1968	NA		25-06-1994				1	0	170	173	
3	Mr	ANAND ANILBHAI PATEL	AFSPP1260Q	00002277	Non-Executive - Non Independent Director	Not Applicable		26-06-1972	NA		29-08-2007				2	1	178	179	
4	Mr	NAVINCHANDRA SHAH	ADGPS0682M	03027647	Non-Executive - Independent Director	Chairperson		01-10-1946	Yes	27-09-2019	23-09-2014			60	1	1	174	175	

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of Chairperson in the Board
5	Mrs	KAPILABEN ASHOKBHAI PATEL	ABXPP2958C	06959916	Non-Executive - Independent Director	Not Applicable		05-10-1953	NA		14-02-2015			60	1	1	180	181
6	Mrs	NAYNA ASIT PATEL	ABCPP2401P	05199350	Non-Executive - Non Independent Director	Not Applicable		28-11-1970	NA		01-04-2015				1	0	176	182
7	Mr	NAMAN MADHAV PATEL	APUPP1345N	05143261	Non-Executive - Independent Director	Not Applicable		15-10-1988	NA		01-04-2015			60	2	1	183	184

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03027647	NAVINCHANDRA SHAH	Non-Executive - Independent Director	Chairperson	07-11-2012		
2	00093332	ASIT ANILBHAI PATEL	Executive Director	Member	25-06-1994		
3	05143261	NAMAN MADHAV PATEL	Non-Executive - Independent Director	Member	01-04-2015		

<b>Nomination and remuneration committee</b>							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03027647	NAVINCHANDRA SHAH	Non-Executive - Independent Director	Member	07-11-2012		
2	00002277	ANAND ANILBHAI PATEL	Non-Executive - Non Independent Director	Member	29-08-2007		
3	06959916	KAPILABEN ASHOKBHAI PATEL	Non-Executive - Independent Director	Member	14-02-2015		

<b>Stakeholders Relationship Committee</b>							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03027647	NAVINCHANDRA SHAH	Non-Executive - Independent Director	Chairperson	07-11-2012		
2	00093332	ASIT ANILBHAI PATEL	Executive Director	Member	25-06-1994		
3	05199350	NAYNA ASIT PATEL	Non-Executive - Non Independent Director	Member	01-04-2015		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03027647	NAVINCHANDRA SHAH	Non-Executive - Non Independent Director	Chairperson	07-11-2012		Textual Information(1)
2	00002277	ANAND ANILBHAI PATEL	Non-Executive - Non Independent Director	Member	29-08-2007		
3	05199350	NAYNA ASIT PATEL	Non-Executive - Non Independent Director	Member	01-04-2015		

**Annexure 1****Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	18-11-2019				Yes	7	3
2		14-02-2020	87		Yes	7	3
3		16-03-2020	30		Yes	7	3



**Annexure 1****IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	18-11-2019				Yes	3	2
2	Audit Committee	14-02-2020	87			Yes	3	2
3	Audit Committee	16-03-2020	30			Yes	3	2
4	Nomination and remuneration committee	08-11-2019				Yes	3	2
5	Nomination and remuneration committee	14-02-2020				Yes	3	2
6	Stakeholders Relationship Committee	14-11-2019				Yes	3	1

**Annexure 1****IV. Meeting of Committees**

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
7	Stakeholders Relationship Committee	14-02-2020				Yes	3	1
8	Corporate Social Responsibility Committee	14-11-2019				Yes	2	1
9	Corporate Social Responsibility Committee	14-02-2020	91			Yes	3	1

**Annexure 1**

**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

**Annexure 1****VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.apollo.co.in
2	Terms and conditions of appointment of independent directors	Yes		www.apollo.co.in
3	Composition of various committees of board of directors	Yes		www.apollo.co.in
4	Code of conduct of board of directors and senior management personnel	Yes		www.apollo.co.in
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.apollo.co.in
6	Criteria of making payments to non-executive directors	Yes		www.apollo.co.in
7	Policy on dealing with related party transactions	Yes		www.apollo.co.in
8	Policy for determining 'material' subsidiaries	Yes		www.apollo.co.in
9	Details of familiarization programmes imparted to independent directors	Yes		www.apollo.co.in

## Annexure II

**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

### I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.apollo.co.in
11	email address for grievance redressal and other relevant details	Yes		www.apollo.co.in
12	Financial results	Yes		www.apollo.co.in
13	Shareholding pattern	Yes		www.apollo.co.in
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	Yes		www.apollo.co.in
17	Advertisements as per regulation 47 (1)	Yes		www.apollo.co.in
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.apollo.co.in
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.apollo.co.in
21	Materiality Policy as per Regulation 30	Yes		www.apollo.co.in
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.apollo.co.in

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	



**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	NA	
	Any other information to be provided - Add Notes			

**Annexure II**

**III. Affirmations**

<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

**Signatory Details**

Name of signatory	CS Neha Chikani Shah
Designation of person	Company Secretary and Compliance Officer
Place	Ahmedabad
Date	14-05-2020