

**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 <b>BSE Limited,</b> Corporate Relation Department P.J Towers, Dalal Street, Fort, Mumbai - 400001	The Manager, <b>National Stock Exchange of India Ltd.</b> Exchange Plaza, Bandra- Kurla Complex, Bandra ( E ) Mumbai- 400051
Scrip ID:GUJAPOIND; Scrip Code:522217	Scrip Symbol: GUJAPOLLO

Dear Sir,

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

The details of voting results of the 29<sup>th</sup> Annual General Meeting of Gujarat Apollo Industries Limited held on Wednesday, 28<sup>th</sup> 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 29<sup>th</sup> Annual General Meeting of Gujarat Apollo Industries Limited**

Date of the AGM/EGM	28/09/2016
Total number of shareholders on record date (i.e., 21 <sup>st</sup> September, 2016 – Cut – off date for voting purpose)	7995
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	7
Public:	26
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	Nil



**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 31<sup>st</sup> March, 2016.**

Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Polled on outstanding shares	No. of Vote - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	8227737	6929120	84.21%	6929120	--	100%	--
	Poll		--	--	--	--	--	--
	Total		6929120	84.21%	6929120	--	100%	--
Public- Institutions	E-Voting	103087	--	--	--	--	--	--
	Poll		--	--	--	--	--	--
	Total		--	--	--	--	--	--
Public- Non Institutions	E-Voting	5329176	1067219	20.02%	1067219	--	100%	--
	Poll		25235	0.47%	25235	--	100%	--
	Total		1092454	20.49%	1092454	--	100%	--
Total		13660000	8021574	58.72%	8021574	--	100%	--



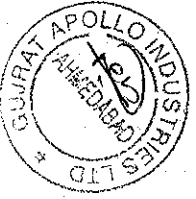
**Resolution 2. To declare dividend on equity shares.**

Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Vote - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	8227737	6929120	84.21%	6929120	--	100%	-
	Poll		--	--	--	--	--	-
	Total		6929120	84.21%	6929120	--	100%	-
Public- Institutions	E-Voting	103087	--	--	--	--	--	-
	Poll		--	--	--	--	--	-
	Total		--	--	--	--	--	-
Public- Non Institutions	E-Voting	5329176	1067219	20.02%	1067219	--	100%	-
	Poll		25235	0.47%	25235	--	100%	-
	Total		1092454	20.49%	1092454	--	100%	-
Total		13660000	8021574	58.72%	8021574	--	100%	-



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

Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Polled on outstanding shares	No. of Vote - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	8227737	6929120	84.21%	6929120	--	100%	-
	Poll		--	--	--	--	--	-
	Total		6929120	84.21%	6929120	--	100%	-
Public- Institutions	E-Voting	103087	--	--	--	--	--	-
	Poll		--	--	--	--	--	-
	Total		--	--	--	--	--	-
Public- Non Institutions	E-Voting	5329176	1067219	20.02%	1067219	--	100%	-
	Poll		25235	0.47%	25235	--	100%	-
	Total		1092454	20.49%	1092454	--	100%	-
Total		13660000	8021574	58.72%	8021574	--	100%	-



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

Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Vote - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	8227737	6929120	84.21%	6929120	--	100%	-
	Poll		--	--	--	--	--	-
	Total		6929120	84.21%	6929120	--	100%	-
Public- Institutions	E-Voting	103087	--	--	--	--	--	-
	Poll		--	--	--	--	--	-
	Total		--	--	--	--	--	-
Public- Non Institutions	E-Voting	5329176	1067219	20.02%	1067219	--	100%	-
	Poll		25235	0.47%	25235	--	100%	-
	Total		1092454	20.49%	1092454	--	100%	-
Total		13660000	8021574	58.72%	8021574	--	100%	-



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

Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Vote - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	8227737	6929120	84.21%	6929120	--	100%	-
	Poll		--	--	--	--	--	-
	Total		6929120	84.21%	6929120	--	100%	-
Public- Institutions	E-Voting	103087	--	--	--	--	--	-
	Poll		--	--	--	--	--	-
	Total		--	--	--	--	--	-
Public- Non Institutions	E-Voting	5329176	1067219	20.02%	1067219	--	100%	-
	Poll		25235	0.47%	25235	--	100%	-
	Total		1092454	20.49%	1092454	--	100%	-
Total		13660000	8021574	58.72%	8021574	--	100%	-



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

Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		yes						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Vote – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	82227737	3614592	43.93%	3614592	--	100%	-
	Poll		--	--	--	--	--	-
	Total		3614592	43.93%	3614592	--	100%	-
Public- Institutions	E-Voting	103087	--	--	--	--	--	-
	Poll		--	--	--	--	--	-
	Total		--	--	--	--	--	-
Public- Non Institutions	E-Voting	5329176	1067219	20.02%	1067219	--	100%	-
	Poll		25235	0.47%	25235	--	100%	-
	Total		1092454	20.49%	1092454	--	100%	-
Total		13660000	4707046	34.46%	4707046	--	100%	-





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

Resolution required: (Ordinary/ Special)		Special							
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of outstanding shares	Votes on	No. of Vote - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	8227737	6929120	84.21%	6929120	--	--	100%	-
	Poll		--	--	--	--	--	--	-
	Total		6929120	84.21%	6929120	--	--	100%	-
Public- Institutions	E-Voting	103087	--	--	--	--	--	--	-
	Poll		--	--	--	--	--	--	-
	Total		--	--	--	--	--	--	-
Public- Non Institutions	E-Voting	5329176	1067219	20.02%	1067219	--	--	100%	-
	Poll		25235	0.47%	25235	--	--	100%	-
	Total		1092454	20.49%	1092454	--	--	100%	-
Total		13660000	8021574	58.72%	8021574	--	--	100%	-

Thanking you  
Yours faithfully,

**FOR GUJARAT APOLLO INDUSTRIES LIMITED**

**CS MEHA CHIKANI SHAH - COMPANY SECRETARY [MEMBERSHIP NO: A254201]**



### 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 29<sup>th</sup> Annual General Meeting of M/s. Gujarat Apollo Industries Limited held on Wednesday, the 28<sup>th</sup> 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 29<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, held on Wednesday, the 28<sup>th</sup> 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 12<sup>th</sup> 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 29<sup>th</sup> 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:**

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



- (ii) The members of the Company as on the "cut-off" date i.e. 21<sup>st</sup> September, 2016 were entitled to vote on the resolutions (items no. 1 to 7 as set out in the notice of the 28<sup>th</sup> 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 31<sup>st</sup> March, 2016.**

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution		
		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
<b>Total</b>	<b>8021574</b>	<b>103</b>	<b>8021574</b>	<b>100</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

### Item No. 2- Ordinary Resolution

**Declaration of Dividend on Equity Shares.**

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution		
		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





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

### Item No. 3- Ordinary Resolution

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

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution		
		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
<b>Total</b>	<b>8021574</b>	<b>103</b>	<b>8021574</b>	<b>100</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

### Item No. 4- Ordinary Resolution

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

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution		
		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
<b>Total</b>	<b>8021574</b>	<b>103</b>	<b>8021574</b>	<b>100</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>



### Item No. 5- Ordinary Resolution

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

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution		
		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
<b>Total</b>	<b>8021574</b>	<b>103</b>	<b>8021574</b>	<b>100</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

### Item No. 6- Ordinary Resolution

**Ratification of related party transaction.**

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution		
		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
<b>Total</b>	<b>4707046</b>	<b>100</b>	<b>4707046</b>	<b>100</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

\*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**

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution		
		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



# Ashish Shah & Associates

## COMPANY SECRETARY

4<sup>th</sup> 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
<b>Total</b>	<b>8021574</b>	<b>103</b>	<b>8021574</b>	<b>100</b>	NIL	NIL	NIL

All the resolutions have been passed with requisite majority.

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

