

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 28, 2015**CIN: L45202GJ1986PLC009042**

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| 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,

Sub: Proceedings of 28th Annual General Meeting held on 26th September, 2015

In accordance with Clause No. 35B of the Listing Agreement, we write to inform you that the members of the Company at the 28th Annual General Meeting of the Company held on Saturday, 26th of September, 2015 at 11.00 A.M. at the Registered Office of the Company at Block No. 486, 487, 488, Mouje Dholasan, Taluka & District Mehsana – 382732.

Also enclosed is the consolidated Report of the Scrutinizer containing the agenda wise Results/details in the prescribed format of the Remote e-voting conducted during the period from 23rd September, 2015 to 25th September, 2015 and voting conducted during AGM by way of physical Ballot process. As per the Scrutinizer's Report, all the resolutions set out in the Notice of 28th AGM have been duly approved by the shareholders with requisite majority.

Kindly take the same on record and acknowledge the receipt of the same.

Yours Sincerely,
For Gujarat Apollo Industries Limited


CS Neha Chikani Shah [A-25420]
Company Secretary
Encl:a/a

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PROCEEDINGS OF 28TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON SATURDAY 26TH SEPTEMBER, 2015 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT BLOCK NO. 486, 487, 488, MOUJE DHOLASAN, TALUKA & DISTRICT MEHSANA – 382732

Present

Directors: Mr. Asit Patel (Managing Director)
Mr. Anand Patel
Mr. Navinchandra Shah
Mrs. Nayna Patel
Mr. Naman Patel

Company Secretary: Ms. Neha Shah

Statutory Auditor: Represented by Mr. Ankit Pandya from DJNV & Associates, Chartered Accountants.

Secretarial Auditor: Mr. Ashish Shah

Chairman of the Audit Committee, Nomination and Remuneration Committee were present at the meeting.

34 Members representing 15,16,735 Shares and 1 Proxy representing 25,000 Equity Shares were present.

1. In absence of Chairman of the Company, on request of members present at the meeting Mr. Navinchandra Shah, took the Chair and welcomed members present at the 28th Annual General Meeting.
2. The business before the AGM was taken up as quorum was present. Quorum was also present throughout the Meeting.
3. The following documents/ Registers of the Company remained open and accessible for inspection during the continuance of the AGM.
 - (a) Financial Statements for the financial year ended as on 31st March, 2015 including the Consolidated Financial, Statements for the said financial year, and Reports of the Board of Directors and the Auditors.
 - (b) Register of Directors and Key Managerial Personnel and their Shareholding.
 - (c) Register of Contracts or Arrangements in which Directors are interested.
4. The Notice dated 13th August, 2015 conveying the 28th AGM & the Explanatory Statement and the Report and Accounts for the financial year ended 31st March, 2015, circulating to the members , were taken as read with the consent of the Meeting .

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5. The Chairman briefly covered the items of business before the AGM and enquired from the members present if they required any clarification on them, particularly on the Financial Statements of the Company.
6. The Chairman drew attention that the Company, pursuant to the provisions of the Companies Act, 2013, had provided the facility of remote e-voting on all the Resolutions forming part of the agenda of the AGM; the period for remote e-voting commenced on 23rd September, 2015 at 9.00 a.m. and ended on 25th September, 2015 at 5:00 p.m.

The chairman advised that those who had not been able to cast their votes by remote e-voting, may avail the facility of voting through ballot paper provided at the AGM venue once the resolutions as per agenda are read.

The Chairman thereafter read the Resolutions as follows:

Ordinary Business:

1. Regarding adoption of the Audited Balance Sheet Balance Sheet and Profit and Loss Account for the year ended 31st March, 2015 along with Audited consolidated Financial Statements for the financial year ended March 31, 2015, together with the Report of the Auditors
2. Declaration of dividend @ Rs. 2.50 per share.
3. Re-appointment of Mr. Anilkumar T. Patel (DIN:00096307), who was retiring by rotation, was reappointed.
4. Re-appointment of Mr. Manibhai V. Patel (DIN:00115717), who was retiring by rotation, was reappointed.
5. Appointment of M/s. DJNV & Co., Chartered Accountants as the Statutory Auditor of the Company.

Special Business:

6. Ordinary Resolution - Ratification of remuneration payable to M/s. P. D. Modh & Associates, Cost Auditors of the Company for the financial year ending 31st March, 2016.
7. Ordinary Resolution - For appointment of Mrs. Nayna A. Patel, as Non-Executive Director of the Company.
8. Ordinary Resolution - For appointment of Mrs. Kapilaben A. Patel, as an Independent Director of the Company.
9. Ordinary Resolution - For appointment of Mr. Naman Patel, as an Independent Director of the Company.

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10. Ordinary Resolution - where transactions with related parties under Section 188 of the Companies Act, 2013.

7. The Chairman thereafter announced the commencement of casting of vote through ballot paper and on completion of voting, the AGM concluded at 11.30 A.M.
8. The Scrutinizers report dated 26th September, 2015, containing results of remote e-voting and voting conducted at AGM venue was presented to the Chairman, in terms of which all resolutions were passed with requisite majority. Results of the same is attached and also posted on the web site of the Company.

For Gujarat Apollo Industries Limited



**CS Neha Chikani Shah [A-25420]
Company Secretary**