



GUJARAT APOLLO INDUSTRIES LIMITED

Registered office: Block No.: 486,487, 488, Mouje Dholasan, Taluka & District Mehsana -382 732. Gujarat, India.

CIN: L45202GJ1986PLC009042 • www.apollo.co.in

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification, amendment or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolution appended below be passed by the Members through postal ballot or electronic voting (e-voting). The explanatory statement pertaining to the appended resolution setting out the material facts and the reasons thereof is annexed hereto along with a postal ballot form for your consideration.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) (LODR) and Section 108 of the Act read with Rule 20 of the of the Companies (Management and Administration) Rules, 2014 (including any statutory modification, amendment or re-enactment thereof for the time being in force), Members holding shares in Demat Form and in Physical Form, may vote either by way of Postal Ballot Form or by way of Remote E Voting facilities to the members of the Company.

The Remote E-Voting facility is available at the link <http://www.evotingindia.com> For the process and the manner in which E Voting has to be undertaken, please refer to the instructions for E-Voting provided in this Notice after the proposed resolution.

The Board of Directors of the Company has appointed Mr. Ashish Shah, Practicing Company Secretary, Proprietor of M/s. Ashish Shah & Associates (Membership No. FCS 5974), as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the postal ballot form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope. The duly completed postal ballot form(s) should reach the Scrutinizer not later than 05:00 p.m. on 25th April, 2020 to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read carefully the instructions in the Notes under the section 'Voting through Electronic Means'. References to Postal Ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman of the Company after the completion of the scrutiny of the postal ballots. The result of postal ballot shall be declared on 27th April, 2020 at 2.30 p.m. and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent and shall also be displayed on the Company's website at www.apollo.co.in

To Divest the Equity Shares of Ammann India Private Limited held by AEML Investments Limited (a material (wholly owned) subsidiary of the Company)

SPECIAL BUSINESS

To consider and, if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with Regulation 24(6) and other applicable Regulation of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), subject to approval of shareholders of AEML Investments Limited and pursuant to Section 110 and any other provisions of the Companies Act 2013, the rules made thereunder, and subject to the applicable provisions of the Foreign Exchange Management Act,1999, including any statutory modification and amendments to each of the forgoing, and applicable notifications, clarifications, circulars, rules and regulations issued by the Government of India, Reserve Bank of India or other Governmental or Statutory Authorities, and in pursuance to the Memorandum and Articles of Association of the Company, the requisite approvals, if any, of any relevant statutory, regulatory or Governmental Authority and further subject to such terms and conditions as may be prescribed by any of the aforesaid authorities while granting such approvals, the consent, of the members be and is hereby granted for divestment of 26,77,899 equity shares (being about 29.99% of its Equity Shareholding) in Ammann India Private Limited held by AEML Investments Limited (a material (wholly owned) subsidiary of the Company), to Ammann Entities (Ammann Switzerland Ltd. and/or Ammann Singapore Pte. Ltd) by way of sale, transfer, lease, assignment, disposal or otherwise, in one or more tranches, at such consideration not being lower than INR 202 crores and on such terms and conditions and with such modifications as may be decided by the Board of Directors of AEML Investments Limited.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do or cause to be done all such acts, deeds, and things, including actions which may have already been taken, as may be necessary, or deemed necessary or incidental thereto, from time to time for giving effect to the above resolution and to settle and finalize all issues that may arise in this regard, without requiring the Board and any further consent or approval of the members of the Company, to negotiate, finalize and execute Share Purchase Agreement/Investment Agreement and /or any other transaction documents (including providing such representations, warranties indemnities, undertakings, deeds and covenants as may be required) and seek the requisite approvals from the relevant authorities and third parties, including governmental authorities, if any; to suitably inform and apply to all the concerned authorities and to settle any questions, difficulties or doubt that may arise in this regard and to take all necessary steps in the matter as it may, in its absolute discretion, and in the best interest of the Company deem necessary, desirable or expedient, to give effect to the above resolution and to delegate any all of its powers vested on it by this resolution to any of its Committee, or individual Director(s) or other officers, executives or such other persons."

**By Order of the Board
For Gujarat Apollo Industries Limited
Sd/-
Neha Chikani Shah
Company Secretary
Membership No.: A25420**

Registered Office:
Block No. 486, 487, 488, Mouje Dholasan,
Taluka & District Mehsana – 382732
CIN: L45202GJ1986PLC009042
Place: Mehsana
Date: 16.03.2020

NOTES

1. The explanatory statement pursuant to Section 102 of Companies Act, 2013 relating to special business is annexed.
2. The Postal Ballot Notice is being sent to the members whose names appear on the Register of Members/List of Beneficial Owners as received from NSDL and CDSL as on Friday, 20th March, 2020. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage prepaid self-addressed Business Reply Envelop.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, 20th March, 2020 will be considered for the purpose of voting.
4. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolution through the e-voting service facility arranged by CDSL. The instructions for electronic voting are annexed to this Notice.
7. A Member cannot exercise his vote by proxy on postal ballot.
8. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Corporate Office of the Company situated at "Parishram", 5-B, Rashmi Society, Near Mithakhali Circle, Navrangpura, Ahmedabad – 380009, Gujarat on all working days between 11:00 a.m. to 02:00 p.m. up to Saturday, 25th April, 2020.
9. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 05:00 p.m.) on Saturday, 25th April, 2020. If any postal ballot is received after 05:00 p.m. on Saturday, 25th April, 2020, it will be considered that no reply from the Member has been received.
10. The date of declaration of result of the postal ballot would be Monday, 27th April, 2020, at 2.30 p.m. However date of passing of the resolution shall be the last date of voting i.e. Saturday, 25th April, 2020 date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
11. Pursuant to the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its Members.

Instructions for Members for e-voting are as under:

- (i) Log on to the e-voting website www.evotingindia.com during the voting period.
- (ii) Click on "Shareholders" tab.

- (iii) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing password is to be used. If you are a first time user follow the steps given below.
- (vi) Now, fill up the following details in the appropriate boxes:

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot indicated in the PAN field.</p>
DOB OR Dividend Bank Details	<p>Enter your Date of Birth in dd/mm/yyyy format. OR</p> <p>Enter the Bank Account Number as recorded in your demat account or in the Company's records for the said demat account or Folio No.</p> <p>Please enter any one of the details in order to login. In case both the details are not recorded with the Depository or the Company, please enter the number of shares held on cut off date i.e. Friday, 20th March, 2020 in the Bank Account Number field.</p>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice. Members holding shares in physical form will then reach directly the EVSN selection screen.
- (ix) Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) Click on the EVSN no. 200319002 for Gujarat Apollo Industries Limited.
- (xi) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "Resolution File Link" if you wish to view the entire Resolution.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xvii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xviii) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

Other Instructions:

- I. The e-voting period commences on Friday, 27th March, 2020 at 9.00 a.m. and ends on Saturday, 25th April, 2020 at 5.00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Friday, 20th March, 2020, may cast their vote through e-voting. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- II. The voting rights of Members shall be in proportion to their shares of the paid up equity share Capital of the Company as on Friday, 20th March, 2020.
- III. Mr. Ashish Shah, Practicing Company Secretary, Proprietor of M/s. Ashish Shah & Associates (Membership No. FCS 5974), has been appointed as the Scrutinizer to scrutinize the Postal Ballot and e-voting process in a fair and transparent manner.
- IV. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny and the result of the voting by postal ballot will be announced by the Chairman or Managing Director or Director or Company Secretary of the Company duly authorized, on Monday, 27th April, 2020 at 2.30 p.m.
- V. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.apollo.co.in and on the website of CDSL www.evotingindia.com and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF COMPANIES ACT, 2013

Item No. 1

Members of the Company are aware that on December 19, 2012, a Joint Venture Agreement was entered into between AEML Investments Limited (formerly known as Apollo Earthmovers Limited), Gujarat Apollo Industries Limited, Ammann Switzerland Limited, Ammann Singapore Pte. Ltd. and the Company (the "**JV Agreement**"). In this regard as per terms of provisions of JV Agreement, AEML Investment Limited vide its letter dated 3rd September, 2019, shown its intention to exercise put option available to it under the JV Agreement. At the request of AEML Investments Limited, Board of Directors of the Company in its meeting held on 16th March, 2020, authorized AEML Investments Limited to divest 26,77,899 equity shares held by it in Ammann India Private Limited (being 29.99% of its equity capital) by way of sale, transfer, assignment or disposal to Ammann Entities (Ammann Switzerland Ltd. and/or Ammann Singapore Pte. Ltd) at such consideration not being lower than INR 202 Crores and to execute such agreement and other documents as may be required for the purpose of or in relation to the divestment, subject to requisite approvals and execution of definitive agreement/documents.

Regulation 24(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, inter alia provides that selling of assets amounting to more than twenty percent of the assets of the material subsidiary on an aggregate basis during a financial year shall require prior approval of shareholders by way of passing special resolution, unless the sale is made under a scheme of arrangement duly approved by a Court/National Company Law Tribunal. AEML Investments Limited net worth exceeds 20 % (Twenty Percent) of the Consolidated Net Worth of the Company and its subsidiaries in the immediately preceding accounting year. Pursuant to aforementioned Regulation 24(6), AEML Investments Limited would be classified as a material subsidiary of the Company and the Ammann India Private Limited shares proposed to be sold to Ammann Entities (Ammann Switzerland Ltd. and/or Ammann Singapore Pte. Ltd) are currently held by AEML Investments Limited constitutes more than 20% of the assets of AEML Investments Limited. Accordingly, the sale of Ammann India Private Limited shares by AEML Investments Limited, required approval of the shareholders of the Company through a special resolution.

The Audit Committee in its meeting held on 16th March, 2020 has approved the sale of Ammann India Private Limited shares to Ammann Entities (Ammann Switzerland Ltd. and/or Ammann Singapore Pte. Ltd), a willing purchaser and recommend the same to the Board. The Board in its meeting held on 16th March, 2020, also approved the Transaction.

The Board is of the opinion that the proposed divestment is in the overall best interest of the Company and recommends the passing of the resolution as set out in the accompanying notice as a Special Resolution. The proposed special resolution provides adequate flexibility and discretion to the Board to finalize the terms of the sale in consultation with advisors, experts and other authorities as may be required.

Copy of the documents, if any, being referred in this resolution would be available for inspection by the members, without any fee, at the Registered Office of the Company during 11:00 a.m.to 01:00 p.m. on all working days (Monday to Friday), up to and including the last date of voting through Postal Ballot/E Voting.

The Board recommends the resolutions in Item No.1 of the Notice for your approval as a special resolution. Accordingly, approval of the Members of the Company is sought to authorize the Proposed Transaction and all matters related thereto.

None of the Promoters, Directors, the Key Managerial Personnel of the Company or their relatives (as defined under the Companies Act, 2013 and rules framed thereunder) have any interest in the passing of the said resolution except to the extent of equity shares held by them in the Company. The effect of the said resolution on the interest of the Promoters, Directors, Key Managerial Personnel and their respective relatives, is indifferent from the effect of the said resolution on other shareholders of the Company.

By Order of the Board
For Gujarat Apollo Industries Limited
Sd/-
Neha Chikani Shah
Company Secretary
Membership No.: A25420

Registered Office:

Block No. 486, 487, 488, Mouje Dholasan,
Taluka & District Mehsana – 382732

CIN: L45202GJ1986PLC009042 Place: Mehsana Date: 16.03.2020