

**Form No. MGT-13
Report of Scrutinizer**

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of Companies
(Management and Administration) Rules, 2014]

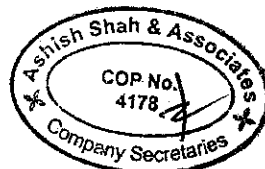
To,
The Chairman
GUJARAT APOLLO INDUSTRIES LIMITED
Block No. 486, 487, 488,
Mouje Dholasan,
Mehsana-382732

The 29th Annual General Meeting of the Equity Shareholders of Gujarat Apollo Industries Limited (the Company) held on Wednesday, the 28th day of September, 2016 at 11.00 a.m. at Block No. 486, 487, 488, Mouje Dholasan, Taluka and District: Mehsana - 382732.

Dear Sir,

I, Ashish Shah, Practicing Company Secretary, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 29th Annual General Meeting of the Equity Shareholders of Gujarat Apollo Industries Limited held on Wednesday, the 28th day of September, 2016 at 11.00 a.m. at Block No. 486, 487, 488, Mouje Dholasan, Taluka and District: Mehsana - 382732, submit my report as under:

1. After the time fixed for closing of poll by the Chairman, one ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Register and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. The result of the poll is as under:



Item No. 1 - Ordinary Resolution

Adoption of Annual Accounts of Company including consolidated accounts as on 31st March, 2016.

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
4	25235	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
Nil	Nil

Item No. 2 - Ordinary Resolution

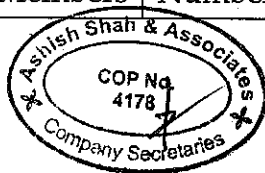
Declaration of Dividend on Equity Shares.

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
4	25235	100

(ii) Voted against the resolution:

Number of Members	Number of votes cast	% of total number
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present and voting (in person or proxy)	by them (Shares)	of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
Nil	Nil

Item No. 3 - Ordinary Resolution

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

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
4	25235	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
Nil	Nil



Item No. 4 - Ordinary Resolution

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

(ii) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
4	25235	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
Nil	Nil

Item No. 5 - Ordinary Resolution

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

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
4	25235	100



(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
Nil	Nil

Item No. 6 - Ordinary Resolution

Ratification of related party transaction.

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
4	25235	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
Nil	Nil



COMPANY SECRETARY

Item No. 7 - Special Resolution

Disinvestment of shares of wholly owned subsidiary, Apollo Maschinenbau GmbH, Germany.

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
4	25235	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
Nil	Nil

- A list of Equity Shareholders who voted "FOR", "AGAINST" for each resolution is enclosed.
- The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorize by the Board for safe keeping.

Thanking you
Yours Faithfully,



Scrutinizer

Name: Ashish Shah

Practicing Company Secretary

FCS: 5974; CP: 4178

Place: Ahmedabad

Date: 28/09/2016



Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (3)(xi) of
Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Gujarat Apollo Industries Limited
Block No. 486,487,488,
Mouje Dholasan,
Taluka and District: Mehsana - 382 732

Dear Sir,

Subject: Scrutinizer's Report on E-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20(4)(xii) of Companies (Management and Administration) Rules, 2014.

1. I, Ashish Shah, Practicing Company Secretary, appointed by the Board of Directors of Gujarat Apollo Industries Limited, ("the Company") as Scrutinizer for the purpose of conducting the remote E-voting process on the below mentioned resolution(s), passed at the Annual General Meeting of the Equity Shareholders of the Company held on the Wednesday, 28th September, 2016 at Block No. 486,487,488, Mouje Dholasan, Taluka and District: Mehsana - 382 732 at 11:00 a.m.
2. The Management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the Resolutions contained in the Notice to the Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the E-voting process restricted to make an Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated below, based on the reports generated from the E-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency to provide the E-voting facilities, engaged by the Company.



COMPANY SECRETARY

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

- i. The Company has availed E-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting E-voting by the shareholders of the Company.
- 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 Number 1 to 7 as set out in Notice of AGM of the Company).
- iii. The voting period for E-voting commenced on Sunday, 25th September, 2016 (09.00 a.m.) to Tuesday, 27th September, 2016 (05.00 p.m.) and the CDSL E-voting platform was blocked thereafter and the votes cast under E-voting facilities were then unblocked in the presence of two witnesses, Mr. Hitesh Makwana and Mr. Pulkit Singhania who were not in the employment of the Company. They have signed below in confirmation of votes being unblocked in their presence.

H.R. Meherwani
Mr. Hitesh Makwana


Mr. Pulkit Singhania

- 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.

I now submit my Report as under on the result of the E-voting in respect of below Resolutions.

Item No. 1- Ordinary Resolution

Adoption of Annual Accounts of the Company including consolidated Accounts as on 31st March, 2016.

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
99	7996339	100

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Nil	Nil	Nil

(III) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
1	24

Item No. 2- Ordinary Resolution

- Declaration of Dividend on Equity Shares.

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
99	7996339	100

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Nil	Nil	Nil

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
1	24

Item No. 3- Ordinary Resolution

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

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
99	7996339	100

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Nil	Nil	Nil

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
1	24

Item No. 4- Ordinary Resolution

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

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
99	7996339	100

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Nil	Nil	Nil

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
1	24



Item No. 5- Ordinary Resolution

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

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
99	7996339	100

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Nil	Nil	Nil

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
1	24

Item No. 6- Ordinary Resolution

Ratification of related party transaction.

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
96	4681811	100

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Nil	Nil	Nil



COMPANY SECRETARY

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
1	24

*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 Maschinenbau GmbH, Germany.

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
99	7996339	100

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Nil	Nil	Nil

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
1	24

Thanking you

Yours Faithfully,

Scrutinizer

Name: Ashish Shah

Practicing Company Secretary

FCS: 5974; COP: 4178



Date: 28/09/2016

Place: Ahmedabad