APOLLO

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

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 MEETINGOF 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

ASHISH SHAH & ASSOCIATES
Company Secretaries

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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 28th Annual General Meeting of M/s. Gujarat Apollo Industries Limited held on Saturday, the 26th day of September, 2015 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 28th Annual General Meeting (AGM) of the members of the Company, held on Saturday, the 26th day of September, 2015 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 13th August, 2015 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 28th 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 Wednesday, 23rd September, 2015 (9:00 a.m.) to Friday, 25th September, 2015 (5:00 p.m.).

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Company Secretaries

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(ii) The members of the Company as on the "cut-off" date i.e. 19th September, 2015 were entitled to vote on the resolutions (items no. 1 to 10 as set out in the notice of the 28th 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, had provided the scanned copy of the resolution passed at the Board of Directors for authorization to exercise their votes through e-voting.

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 31st March, 2015.

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	7254631	90	7254631	100	NIL	NIL	NIL
Poll at the AGM	11792	7	11792	100	NIL	NIL	NIL
Total	**7266423**	**97**	**7266423**	**100**			

***For this resolution 1 shareholder holding 3 equity shares abstained from remote e-voting.**

Ashish Shah & Associates
COP No.
Company Secretaries

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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 cast	No. of Folios	No. of Shares	% of total number of valid votes cast
Remote E-Voting	7254634	91	7254634	100	NIL	NIL	NIL
Poll at the AGM	11792	7	11792	100	NIL	NIL	NIL
Total	**7266426**	**98**	**7266426**		NIL	NIL	NIL

Item No. 3- Ordinary Resolution

To appoint Mr. Anilkumar T. Patel as a Director liable to retire by rotation.

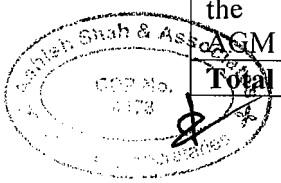
Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution		
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast
Remote E-Voting	3842499	83	3842499	100	NIL	NIL	NIL
Poll at the AGM	11792	7	11792	100	NIL	NIL	NIL
Total	**3854291**	**90**	**3854291**	**100**	NIL	NIL	NIL

***For this resolution 8 shareholders holding 3412135 equity shares abstained from remote e-voting.**

Item No. 4- Ordinary Resolution

To appoint Mr. Manibhai V. Patel 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	7254634	91	7254634	100	NIL	NIL	NIL
Poll at the AGM	11792	7	11792	100	NIL	NIL	NIL
Total	**7266426**	**98**	**7266426**	**100**	NIL	NIL	NIL



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Company Secretaries

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Item No. 5- Ordinary Resolution

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	7254634	91	7254634	100	NIL	NIL	NIL
Poll at the AGM	11792	7	11792	100	NIL	NIL	NIL
Total	**7266426**	**98**	**7266426**	**100**	NIL	NIL	NIL

Item No. 6- Ordinary Resolution

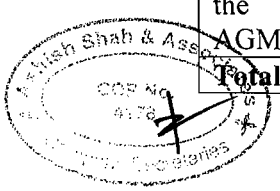
Ratification of the remuneration payable to M/s. P. D. Modh & Associates, Cost Auditors of the Company for the F.Y. ending 31st March, 2016.

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	7254634	91	7254634	100	NIL	NIL	NIL
Poll at the AGM	11792	7	11792	100	NIL	NIL	NIL
Total	**7266426**	**98**	**7266426**	**100**	NIL	NIL	NIL

Item No. 7- Ordinary Resolution

Appointment of Mrs. Nayna A. Patel as a Non-Executive Director.

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	3837502	83	3837502	100	NIL	NIL	NIL
Poll at the AGM	11792	7	11792	100	NIL	NIL	NIL
Total	**3849294**	**90**	**3849294**	**100**	NIL	NIL	NIL



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*For this resolution 8 shareholders holding 3417132 equity shares abstained from remote e-voting.

Item No. 8- Ordinary Resolution

Appointment of Mrs. Kapilaben A. Patel as an Independent Director.

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	7254634	91	7254634	100	NIL	NIL	NIL
Poll at the AGM	11792	7	11792	100	NIL	NIL	NIL
Total	**7266426**	**98**	**7266426**	**100**	NIL	NIL	NIL

Item No. 9- Ordinary Resolution

Appointment of Mr. Naman Patel as an Independent Director.

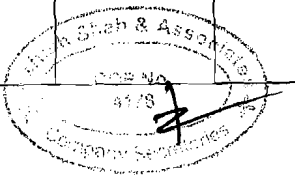
Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution		
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast
Remote E-Voting	7252134	90	7252134	100	NIL	NIL	NIL
Poll at the AGM	11792	7	11792	100	NIL	NIL	NIL
Total	**7263926**	**97**	**7263926**	**100**	NIL	NIL	NIL

*For this resolution 1 shareholders holding 2500 equity shares abstained from remote e-voting.

Item No. 10- Ordinary Resolution

Transactions with related parties under Section 188 of the Companies Act, 2013.

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	3994278	84	3994278	100	NIL	NIL	NIL



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Poll at the AGM	11792	7	11792	100	NIL	NIL	NIL
Total	**4006070**	**91**	**4006070**	**100**	NIL	NIL	NIL

***For this resolution 7 shareholders holding 3260356 equity shares abstained from remote e-voting.**

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 Chairman/Secretary of the Company.

Thanking you,
Yours Faithfully,

Scrutinizer
Name: Ashish Shah
Practicing Company Secretary
FCS: 5974; COP: 4178

Date: 26/09/2015
Place: Ahmedabad

ASHISH SHAH & ASSOCIATES
Company Secretaries

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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 Saturday, 26th September, 2015 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 an 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.

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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. 19th September, 2015 were entitled to vote on the resolutions (Items Number 1 to 10 as set out in Notice of AGM of the Company).

iii. The voting period for E-voting commenced on Wednesday, 23rd September, 2015 (09.00 a.m.) to Friday, 25th September, 2015 (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. Mrugesh Pandya and Mr. Jekil Pancholi who were not in the employment of the Company. They have signed below in confirmation of votes being unblocked in their presence.

Mr. Mrugesh Pandya Mr. Jekil Pancholi

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 Balance sheet, Statement of Profit and Loss for the year ended on 31st March, 2015 and the report of Directors and Auditors thereon.**

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
90	7254631	100

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	0.00

Ashish Shah & Associates Company Secretaries COP No. 4378

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(III) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
0	0

***For this resolution 1 shareholder holding 3 equity shares abstained from voting.**

Item No. 2- Ordinary Resolution

- **Declaration of dividend on equity shares 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
91	7254634	100

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	0.00

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
0	0

Item No. 3- Ordinary Resolution

- **Appointment of Mr. Anilkumar T. Patel (DIN: 00096307) as a Director who 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
83	3842499	100

Ashish Shah & Associates COP No. 4178 Company Secretaries

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(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	0.00

III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
0	0

***For this resolution 8 shareholders holding 3412135 equity shares abstained from voting.**

Item No. 4- Ordinary Resolution

- **Appointment Mr. Manibhai V. Patel (DIN:00115717) as a Director who 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
91	7254634	100

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	0.00

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
0	0

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Item No. 5- Ordinary Resolution

- **Appointment of M/s. DJNV and Co., Chartered Accountants as a Statutory Auditors.**

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
91	7254634	100

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	0.00

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
0	0

Item No. 6- Ordinary Resolution

- **Ratification of the remuneration payable to M/s. P. D. Modh and Associates, Cost Auditors of the Company for the financial year ending 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
91	7254634	100

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	0.00

Ashish Shah & Associates CCPI No. 4178 Company Secretaries

ASHISH SHAH & ASSOCIATES
Company Secretaries

"Shaival Plaza", 4th Floor, Gujarat College Road,
Ellisbridge, Ahmedabad - 380 006. • Tel. : 079-26420336/7/9
Fax : 079-26424100 • Mobile : 9825940391
E-mail : ashish@ravics.com

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
0	0

Item No. 7- Ordinary Resolution

- **Appointment Mrs. Nayna A. Patel (DIN 05199350), as a Non-Executive Director 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
83	3837502	100

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	0.00

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
0	0

***For this resolution 8 shareholders holding 3417132 equity shares abstained from voting.**

Item No. 8- Ordinary Resolution

- **Appointment of Mrs. Kapilaben A. Patel (DIN 06959916), as an Independent Director 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
91	7254634	100

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(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	0.00

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
0	0

Item No. 9- Ordinary Resolution

- **Appointment of Mr. Naman Patel (DIN 05143261), as an Independent Director 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
90	7252134	100

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	0.00

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
0	0

***For this resolution 1 shareholder holding 2500 equity shares abstained from voting.**

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Item No. 10- Ordinary Resolution

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

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
84	3994278	100

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	0.00

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
0	0

***For this resolution 7 shareholders holding 3260356 equity shares abstained from voting.**

Thanking you,
Yours Faithfully,

Scrutinizer
Name: Ashish Shah
Practicing Company Secretary
FCS: 5974; COP: 4178

Date: 26/09/2015
Place: Ahmedabad

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Company Secretaries

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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,
Tal. And Dist. Mehsana- 382732

The 28th Annual General Meeting of the members of Gujarat Apollo Industries Limited (the Company) held on Saturday, the 26th day of September, 2015 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.

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 28th Annual General Meeting of the Equity Shareholders of Gujarat Apollo Industries Limited held on Saturday, the 26th day of September, 2015 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, submit my report as under:

1. After the time fixed for closing of poll by the Chairman, two ballot boxes 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 Agent 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 audited financial statements (including consolidated financial statements) for the financial year ended 31st March, 2015:

(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
7	11792	100

Ashish Shah & Associates COP No. 4178 Company Secretaries

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E-mail : ashish@ravics.com

(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
0	0	0.00

(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)
0	0

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
7	11792	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
0	0	00.00

(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)
0	0

Item No. 3 - Ordinary Resolution
To appoint Mr. Anilkumar T. Patel 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
7	11792	100

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(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
0	0	00.00

(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)
0	0

Item No. 4 - Ordinary Resolution
To appoint Mr. Manibhai V. Patel 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
7	11792	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
0	0	00.00

(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)
0	0

Ashish Shah & Associates
CCP No. 4178
Company Secretaries

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Item No. 5 - Ordinary Resolution
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
7	11792	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
0	0	00.00

(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)
0	0

Item No. 6 - Ordinary Resolution
Ratification of the remuneration payable to M/s. P. D. Modh & Associates, Cost Auditors of the Company for the F.Y. ending 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
7	11792	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
0	0	00.00

(iii) Invalid Votes

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

M/s. Ashish Shah & Associates COP No. 4178 Company Secretaries

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invalid	
0	0

Item No. 7 - Ordinary Resolution
To appoint Mrs. Nayna A. Patel as a Non-Executive Director:

(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
7	11792	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
0	0	00.00

(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)
0	0

Item No. 8 - Ordinary Resolution
To appoint Mrs. Kapilaben A. Patel as an Independent Director:

(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
7	11792	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
0	0	00.00

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(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)
0	0

Item No. 9- Ordinary Resolution
To appoint Mr. Naman Patel as an Independent Director:

(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
7	11792	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
0	0	00.00

(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)
0	0

Item No. 10 - Ordinary Resolution
Transactions with related parties under Section 188 of the Companies Act, 2013:

(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
7	11792	100

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COP No. 4178
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(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
0	0	00.00

(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)
0	0

4. A list of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

5. 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: 26/09/2015

GUJARAT APOLLO INDUSTRIES LIMITED

RESULT OF BALLOT AS ON 26/09/2015

Sr No	Date	Name	In person / proxy	Folio No	Shares	Resolution 1		Resolution 2		Resolution 3		Resolution 4		Resolution 5		Resolution 6		Resolution 7		Resolution 8		Resolution 9		Resolution 10		Remarks
						For	Against	For	Against	For	Against	For	Against	For	Against	For	Against	For	Against	For	Against	For	Against	For	Against	
1	26.09.2015	Deepak Shah	In person	IN30048412197579	30	30	0	30	0	30	0	30	0	30	0	30	0	30	0	30	0	30	0	30	0	
2	26.09.2015	Bhadresh Trivedi	In person	IN30098210407473	252	252	0	252	0	252	0	252	0	252	0	252	0	252	0	252	0	252	0	252	0	
3	26.09.2015	Shaileshkumar Govindbhai Patel	In person	30527902	10	10	0	10	0	10	0	10	0	10	0	10	0	10	0	10	0	10	0	10	0	
4	26.09.2015	Patel Bhavesh	In person	IN30047641396909	1500	1500	0	1500	0	1500	0	1500	0	1500	0	1500	0	1500	0	1500	0	1500	0	1500	0	
5	26.09.2015	Patel Jayesh	In person	1203320001878270	4600	4600	0	4600	0	4600	0	4600	0	4600	0	4600	0	4600	0	4600	0	4600	0	4600	0	
6	26.09.2015	Patel Pragnaben	In person	P00026	4500	4500	0	4500	0	4500	0	4500	0	4500	0	4500	0	4500	0	4500	0	4500	0	4500	0	
7	26.09.2015	Sarojben M. Patel	In person	500042	900	900	0	900	0	900	0	900	0	900	0	900	0	900	0	900	0	900	0	900	0	
		TOTAL			11792	11792	0	11792	0	11792		11792		11792		11792		11792		11792		11792		11792		