

30th
<i>Annual</i>
<i>Report</i>
<i>2016-2017</i>



GUJARAT APOLLO INDUSTRIES LIMITED

BOARD OF DIRECTORS

MR. ANILKUMAR T. PATEL	-	<i>DIRECTOR</i>
MR. MANIBHAI V. PATEL	-	<i>DIRECTOR</i>
MR. ASIT A. PATEL	-	<i>MANAGING DIRECTOR</i>
MR. ANAND A. PATEL	-	<i>DIRECTOR</i>
MRS. NAYNA A. PATEL	-	<i>DIRECTOR</i>
MR. NAVINCHANDRA V. SHAH	-	<i>INDEPENDENT DIRECTOR</i>
MRS. KAPILABEN A. PATEL	-	<i>INDEPENDENT DIRECTOR</i>
MR. NAMAN PATEL	-	<i>INDEPENDENT DIRECTOR</i>

COMPANY SECRETARY

CS NEHA CHIKANI SHAH

STATUTORY AUDITORS

M/s. DJNV & CO.,
Chartered Accountants,
Ahmedabad

BANKERS

HDFC BANK LTD.

REGISTERED OFFICE

Block No. 486, 487, 488,
Mouje Dholasan,
Taluka and District : Mehsana - 382 732

CORPORATE OFFICE

“Parishram”, 5-B, Rashmi Society,
Near Mithakhali Six Roads,
Navrangpura, Ahmedabad- 380009

CONTENTS

Notice	2
Directors' Report with Annexure	8
Management Discussion & Analysis	33
Report on Corporate Governance	36
Independent Auditors' Report	48
Balance Sheet	54
Statement of Profit and Loss	55
Cash Flow Statement	56
Notes forming part of the Financial Statements	57
Consolidated Accounts	75

GUJARAT APOLLO INDUSTRIES LIMITED

NOTICE

NOTICE is hereby given that the **THIRTIETH Annual General Meeting** of the members of **GUJARAT APOLLO INDUSTRIES LIMITED** will be held on Friday, the **29th day of September, 2017** 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 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt
 - a. Audited Financial Statements of the Company for the financial year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon.
 - b. the Audited consolidated Financial Statements of the Company for the financial year ended March 31, 2017, together with the Report of the Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. Manibhai V. Patel (DIN:00115717), who retires by rotation and being eligible offers himself for re- appointment.
4. To appoint a Director in place of Mrs. Nayna A. Patel (DIN: 05199350), who retires by rotation and being eligible offers herself for re- appointment.
5. To Ratify appointment of Statutory Auditors and fix their remuneration and for that purpose to consider and, if thought fit to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the Company hereby ratifies the appointment of M/s. DJNV & Co., Chartered Accountants (ICAI Registration No. 115145W), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of next Annual General Meeting to be held in 2018 at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the said Auditors, on recommendation of audit committee.”

SPECIAL BUSINESS:

6. To consider and if thought fit to pass with or without modification the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (the “Companies Act”) read with the applicable provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 and all other provisions of applicable law and pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), approval of the Members of the Company be and is hereby accorded with respect to related party transaction(s) to be entered, if any during the financial year 2017-2018 with Ammann Apollo India Private Limited for supply of Assemblies, sub-assemblies, components & Spare parts for various equipment not exceeding ` 100 crores p.a. (Rupees One Hundred Crores only)

RESOLVED FURTHER THAT the Board be and is hereby authorized to take from time to time all decisions and steps necessary or expedient or proper in respect of the above related party transaction including the timing, the amount and other terms and conditions of such transactions and further including variation in terms and conditions as it may, in its absolute discretion, deem appropriate for the purpose of giving effect to this Resolution.”

By order of the Board of Directors

**Place : Ahmedabad
Dated : 29th August, 2017**

**Neha Chikani Shah
Company Secretary
Membership No. A25420**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLE INSTEAD OF HIM/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN **48 HOURS** BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, PARTNERSHIP FIRMS, ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTION/AUTHORITY LETTER/POWER OF ATTORNEY, AS APPLICABLE, ISSUED BY THE MEMBER ORGANIZATION. CORPORATE MEMBERS INTENDING TO SEND THEIR AUTHORIZED REPRESENTATIVES TO ATTEND THE MEETING ARE REQUESTED TO SEND TO THE COMPANY, A CERTIFIED COPY OF BOARD RESOLUTION AUTHORIZING THEIR REPRESENTATIVE(S) TO ATTEND AND VOTE ON THEIR BEHALF AT THE MEETING.
2. Pursuant to the provisions of Section 105 of the Companies Act, 2013 and the Rules framed thereunder, a person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such proxy shall not act as a proxy for any other person or Member.
3. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts in respect of business under item No. 6 is annexed hereto.
4. The Register of Members and Share Transfer Book of the Company will remain closed from 23rd September, 2017 to 29th September, 2017 (both days inclusive) for the purpose of AGM and Dividend to be declared.
5. Pursuant to Section 124 of the Companies Act, 2013, the Company is required to transfer the amount of dividend remaining unpaid or unclaimed for a period of seven years to the Investors Education and Protection Fund established by the Central Government. It may be noted that no claims will lie against the Company or the Investors Education and Protection Fund in respect of the said unclaimed dividend amount transferred to the Fund. The members who have not claimed their dividend for the financial year ended 31st March, 2010 and onwards are requested to lodge their claim with the Company.
6. To avoid loss of dividend warrants in transit and undue delay in respect of receipt of dividend warrants, the Company has provided a facility to the Members for remittance of dividend through the National Electronic Clearing System (NECS). Members are requested to avail NECS facility as it is quick and much convenient way of getting dividend directly in your bank account. Members desirous of availing NECS facility are requested to submit bank particulars in ECS Mandate Form, the format of which is annexed at the end of this Annual Report
7. Members are requested to notify immediately the change in address, if any, to the Company or to the Registrar and Transfer Agents (R&TA) or with their respective Depository Participants in case the shares are in electronic form.
8. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the meeting so that the information required may be made available at the meeting.
9. As per Securities and Exchange Board of India (SEBI) Circular, submission of Permanent Account Number (PAN) is compulsorily required for participating in the securities market, deletion of name of deceased shareholder or transmission/transposition of shares. Members holding shares in dematerialized mode are requested to submit the PAN details to their Depository Participant, whereas Members holding shares in physical form are requested to submit the PAN details to the Company's R&TAs. As per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to Company's Registrar and Share Transfer Agent.
10. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to R&TA for consolidating their holdings in single folio. The share certificates will be returned to the members after making requisite changes thereon.
11. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies to the meeting.

GUJARAT APOLLO INDUSTRIES LIMITED

12. Details of the Directors seeking Appointment/Re-Appointment at the Annual General Meeting of the Company pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard on General meeting issued by the Institute of Company Secretaries of India is as under:

Name of the Director	Mr. Manibhai V. Patel	Mrs. Nayna A. Patel
DIN No.	00115717	05199350
Date of Birth	05.01.1933	28.11.1970
Date of Appointment	07.10.1986	01.04.2015
Qualifications	Matriculate	BBA
Expertise	Overall Management	Overall Management
No. of Shares held in Company	2,02,639	27,100
Name of listed entities in which the person also holds the directorship.	NIL	NIL
Chairman/Member of the Committees of other listed entities as on 31 st March, 2017	NIL	NIL
Disclosure of relationship between Director inter-se	Mr. Manibhai Patel is not related to any of the members of the board.	Mrs. Nayna Patel is wife of Mr. Asit Patel and daughter in law of Mr. Anil Patel

13. Green Initiative – An Important Communication to Members

Ministry of Corporate Affairs has taken a green initiative by permitting companies to send various documents like notices, annual reports including annual accounts etc. to its Members through electronic mode. Keeping in spirit with the said initiative, we request you to update your email ID with your respective DP's in case of shares held in electronic form and with Registrar & Share Transfer Agent - M/s Link Intime India Private Limited in case of shares held in physical form. Email is a better method to receive the communications quickly, with least cost implications and have longer shelf life. Company proposes to send all permitted communications electronically to the email id's of Members unless specific request is received for a physical copy from Member. Please act and contribute to preserve environment for our better future.

14. Voting through electronic means

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its Members the facility to cast their vote by electronic means i.e. remote e-voting, through the e-voting services provided by Central Depository Services (India) Ltd (CDSL) on all resolutions set forth in this Notice. The instructions for e-voting are enclosed with this notice.

By order of the Board of Directors

Place : Ahmedabad
Dated : 29th August, 2017

Neha Chikani Shah
Company Secretary
Membership No. A25420

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 (“THE ACT”)**Item No. 6**

Pursuant to provisions of Section 188(1) of the Companies Act, 2013 and rules framed there under, prior approval of share holders is required for entering into related parties transaction, if related party transaction for sale, purchase of goods or for obtaining or providing any services or any kind of related party transactions prescribed under the Companies Act, 2013 and value of such transaction exceeding the limit prescribed under the rule.

The Company may re-enter supply agreement with Ammann Apollo India Private Limited (hereinafter referred to as “Ammann”), in the year 2017-2018.

All the prescribed disclosures as required to be given under the provisions of the Companies Act, 2013 and the Companies (Meetings of the Board and its Powers) Rules, 2014 are given herein below for perusal of the members:

Sr. No.	Particulars	Details
(a)	Name of the related party	Ammann Apollo India Private Limited
(b)	Name of the director or key managerial personnel who is related	Mr. Anilkumar T. Patel and Mr. Asit A. Patel are directors in Ammann Apollo India Private Limited
(c)	Nature of relationship	Ammann Apollo India Private Limited is Private Limited Company, of which Mr. Anil Patel and Mr. Asit Patel are directors and Apollo Earthmovers Limited (WOS of GAIL) holds 30% shares in the same. therefore, being a director and share holder of the private limited company, they are termed as relative, which is defined under the Companies Act, 2013
(d)	nature, material terms, monetary value and particulars of the parts, contract or arrangement	Agreement for supply of assemblies, sub assemblies, components, etc. for various equipments. The said agreement is proposed for a period of 2 (Two) Years and supply should not exceed ` 100 Crores p.a.

In terms of the provisions of Section 188 of the Companies Act, 2013 and SEBI Listing regulations, related parties of the Company shall abstain from voting on said resolution.

None of the Directors except Mr. Asit A. Patel (being director of Ammann Apollo India Private Limited) and Mr. Anilkumar T. Patel (being Director and Shareholder of Ammann Apollo India Private Limited, Mr. Anand Patel and Mrs. Nayna Patel being relatives of Director) and/or Key Managerial Personnel of the Company and/or their relatives are deemed to be concerned or interested, in the said resolution

The Board accordingly recommended the Ordinary Resolution set out at Item No. 6 of the accompanying Notice for approval of the Members.

By order of the Board of Directors

**Place : Ahmedabad
Dated : 29th August, 2017**

**Neha Chikani Shah
Company Secretary
Membership No. A25420**

GUJARAT APOLLO INDUSTRIES LIMITED

E-VOTING INSTRUCTIONS

The Business transacted as set out in the Notice may be transacted through e-voting system and Company will provide a facility for voting by electronic means. In compliance with the provisions of section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the facility of voting through electronic means. Please note that the voting through electronic means is optional for shareholders.

The members, whose names appear in the Register of members/list of Beneficial Owners as on Friday 22nd September, 2017 i.e. on the Cut-off date are entitled to vote on the resolutions set forth in this Notice.

The voting through electronic means will commence on 25.09.2017 at 9.00 a.m. and will end on 28.09.2017 at 5.00 p.m. The members will not be able to cast their vote electronically envisaged herein above beyond the date and time mentioned above.

The Company has appointed Mr. Ashish Shah, Practicing Company Secretary (Membership No. F-5974) from M/s. Ashish Shah & Associates, to act as the scrutinizer for conducting the electronic voting process in a fair and transparent manner.

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) The voting period begins on <25.09.2017 @ 9.00 a.m.> and ends on <28.09.2017 @5.00 p.m. >. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date <22.09.2017>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should Log on to the e-voting website www.evotingindia.com
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">· Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/ folio number in the PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none">· Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, 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 resolutions 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) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Gujarat Apollo Industries Limited> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit 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 they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, 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

GUJARAT APOLLO INDUSTRIES LIMITED

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the **Thirtieth** Annual Report for the year ended 31st March, 2017.

FINANCIAL PERFORMANCE:

(` in Lacs)

	FY 2016-17	FY 2015-16
Revenue from Operations	6,754.90	7,789.02
Add: Other Income	3,228.45	1,524.34
Total Revenue	9,983.35	9,313.36
Total Expenditure	7,311.31	8,504.22
Earnings before Interest, Tax, Depreciation & Amortization	2,672.04	809.14
Less: Finance Cost	590.77	997.35
Less: Depreciation and Amortization Expenses	236.92	220.22
Profit before exceptional items & tax	1,844.35	-408.43
Exceptional Items being		
- Provision / Loss on Sale of Investment in Subsidiary Co	(631.41)	—
- Provision for Bad Debts / Loan in Subsidiary Co.	(432.92)	-
Profit before tax	780.02	-408.43
Tax Expense	(226.87)	41.69
Profit After Tax	1,006.89	(366.74)
Add: Profit & Loss Account Balance B/F	7,344.27	8,122.03
Amount available for proposed Appropriations	8,420.05	7,755.29
Proposed Dividend (Refer Note on dividend)		341.50
Transfer to General Reserve	—	—
Provision for tax on dividend	—	69.52
Closing balance	8,420.05	7,344.26

OPERATIONAL REVIEW:

Standalone

Your Company took several initiatives during the last financial year that helped in achieving and consolidating growth in production and sales volumes.

During the year under review, the Company had a standalone revenue from operations of ` 6,754.90 Lacs (previous year ` 7,789.02). Total expense before depreciation and finance cost was ` 7,311.31 Lacs against 8,504 Lacs in the previous year. The Company's Profit before exceptional items and tax was ` 1,844.35 Lacs which was negative ` 408.43 in the Previous Year. The Company had Net Profit of ` 1,006.89 during current year (Previous year Loss ` 366.74). The main reason for the same is Crushing & Screening sales are running below break even point leading to operating loss. The Basic and Diluted EPS of the Company for FY 2016-17 is ` 7.37.

Consolidated

During the year under review, the Company had consolidated revenue of ` 6,756.95 Lacs (previous year ` 8,158.56). The Company's Consolidated net profit after tax stood at ` 1,650.92 Lacs (Previous year ` 330.78 Lacs).

For detailed analysis of the performance, please refer to the Management's Discussion and Analysis Section of the Annual Report.

BUYBACK OF EQUITY SHARES:

The Company has initiated Buy-Back of Equity shares from the owners/beneficial owners of the Equity Shares, other than the promoters and persons acting in concert, from the Open Market through the Stock Exchange mechanism using the electronic trading facilities of BSE Limited and The National Stock Exchange of India Limited (“Stock Exchanges”) at a price not exceeding ` 189/- per Equity Share payable in cash for an aggregate amount not exceeding ` 24 Crore (excluding the Transaction Costs). The Company has bought back 9,98,085 Equity Shares utilizing a total of ` 17.86 Crore (excluding Transaction Costs) and the offer is still going on.

AMOUNT TRANSFERRED TO RESERVES IF ANY:

No amount was transferred to reserves during the year under review.

DIVIDEND:

Your Directors are pleased to recommend a dividend of ` 2.5/- per share on Post Buy-Back Equity Shares of the Company as on the date of Record Date.

CHANGE IN NATURE OF BUSINESS:

No change in the nature of Business of the Company during the period under review.

DEPOSITS:

During the year under review, the Company has not accepted/ renewed deposit from public/ shareholders as per the applicable provisions of the new Companies Act, 2013 and Companies (acceptance of Deposits) Rules, 2014. There is no overdue deposit as on 31st March, 2017.

CONSOLIDATED ACCOUNTS:

As required under the Listing Agreements entered into with the Stock Exchanges, a consolidated financial statement of the Company and all its subsidiaries is attached. The audited consolidated financial statements received from subsidiaries as approved by their respective Board of Directors have been prepared in accordance with Accounting Standards- 21 (AS – 21) read with AS-23 on the Accounting for investment in Associates and AS – 27 on financial reporting of interests in Joint Ventures.

SUBSIDIARY, JOINT VENTURE (JV) AND ASSOCIATE COMPANIES:-

The Company has following Subsidiaries and Associate companies:

Sr.No	Name of the Subsidiary/JV/Associate	Nature	Business
1.	Apollo Earthmovers Limited	Subsidiary	Equipment Manufacturing
2.	Apollo FBC Crushing Equipments Limited	Subsidiary	Equipment Manufacturing
3.	Credo Mineral Industries Limited	Associate	Mining & Processing

Further, a statement containing salient features of the financial statements of our subsidiaries in the prescribed format AOC-1 is appended as “**Annexure-A**” to the Board’s Report. The statement also provides the details of performances, financial position of each of the subsidiaries.

The Company does not have any Joint Venture.

CORPORATE GOVERNANCE:-

A separate report on Corporate Governance Compliance as stipulated in Regulation 34 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) forms part of the Director’s Report.

AUDIT COMMITTEE:-

The Company has in place an Audit Committee in terms of requirements of the Act read with rules framed thereunder and Listing Regulations. The details relating to the Audit Committee are given in the Corporate Governance Report forming part of this report. The recommendations of Audit Committee were duly accepted by the Board of Directors.

GUJARAT APOLLO INDUSTRIES LIMITED

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:-

As per Listing Regulations, the Management Discussion and Analysis, is appended to this report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:-

1. Resignation / Cessation

During the year under review, none of the Directors or KMPs resigned from the Company except Mr. Ugrabhai V. Patel, Independent Director of the Company resigned w.e.f. 30.05.2017 due to health issues. The Board placed on record its appreciation for the valuable contribution made by him in the growth of the Company.

2. Appointments

During the year under review, none of the Directors or KMPs was appointed.

3. Retirement by Rotation

At the ensuing Annual General Meeting Mr. Manibhai V. Patel and Mrs. Nayna A. Patel who retires by rotation and being eligible offers themselves for re-appointment.

There being no other changes in directorship or KMPs of the Company during the year under review.

The details of Directors seeking appointment, re-appointment at the ensuing Annual General Meeting has been provided in the Notice of the Annual General Meeting, forming part of the Annual Report.

DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to the requirement of Section 134 (5) of the Companies Act, 2013 ("Act"), and based on the representations received from the operating management, the Directors hereby confirm:

- that in the preparation of Annual Accounts, the applicable Accounting Standards have been followed and that no material departures have been made from the same.
- that they have selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the profit or loss of the Company for that period.
- that they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- that they have prepared the Annual Accounts on a going concern basis.
- that the Company has adequate internal systems and controls in place to ensure compliance of laws applicable to the Company.
- that the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DECLARATION BY INDEPENDENT DIRECTORS:-

All the Independent Directors have given declaration to the Company stating their independence pursuant to Section 149(6) of the Companies Act, 2013 and there has been no change in the circumstances which may affect their status as independent director during the year.

BOARD MEETINGS:-

The Board of Directors duly met 4 (Four) times respectively on 30.05.2016, 12.08.2016, 12.11.2016 and 09.02.2017 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed. The details of the Board Meetings and the attendance of the Directors are provided in the Corporate Governance Report attached hereto which forms part of this Report.

BOARD EVALUATION:-

The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board that of its committees and individual Directors. Schedule IV to the Companies Act, 2013 states that the performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the Director being evaluated. The Board works with the Nomination & Remuneration Committee to lay down the evaluation criteria for the performance of executive/ non-executive/ independent directors.

The evaluation of all the Directors, Committees and the Board as a whole was conducted based on the criteria and framework adopted by the Board and results of the evaluation is satisfactory and adequate and meets the requirements. The Board approved the evaluation results as collated by the Nomination & Remuneration Committee.

DETAILS OF COMMITTEE OF DIRECTORS:

Composition of Audit Committee of Directors, Nomination and Remuneration Committee of Directors and Stake Holders Relationship/ Grievances Committee of Directors, number of meetings held of each Committee during the Financial year 2016-17 and meetings attended by each member of the Committee as required under the Companies Act, 2013 are provided in Corporate Governance Report and forming part of the report.

REMUNERATION POLICY:-

A Nomination and Remuneration Policy has been formulated pursuant to the provisions of Section 178 and other applicable provisions of the Companies Act, 2013 and Rules thereto stating therein the Company's policy on appointment and remuneration of Directors and Key Managerial Personnel which was approved and adopted by the Board of Directors in its Meeting held on May 30, 2014. The Remuneration Policy is stated in the Corporate Governance Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO:-

The particulars regarding conservation of energy, technology absorption and Foreign Exchange earnings and outgo pursuant to 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is annexed herewith as "Annexure B".

ANNUAL RETURN:-

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as "Annexure C".

VIGIL MECHANISM / WHISTLE BLOWER POLICY:-

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behaviour, the Company has adopted a Vigil mechanism/Whistle Blower Policy. This policy is explained in corporate governance report and also posted on the website of company i.e. <http://www.apollo.co.in>

POLICY ON PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

The Company has in place a Policy on Prevention of Sexual Harassment of Women at Workplace in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder and Internal Complaints Committee has also been set up to redress complaints regarding sexual harassment. During the year, no complaint with allegations of sexual harassment was received by the Company.

CORPORATE SOCIAL RESPONSIBILITY:-

During the current year Company was not required to spend any amount towards the CSR activities as the average of last three years profits was negative due to loss incurred. However, a brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs is available on the Company's website www.apollo.co.in for reference. Further the report on CSR activities pursuant to clause (o) sub-section (3) of section 134 of The Companies Act, 2013 read with the Companies (Corporate Social Responsibility policy) Rules, 2014 is in **Annexure D** to this report.

GUJARAT APOLLO INDUSTRIES LIMITED

STATUTORY AUDITORS:-

As per the provisions of Section 139(1) of the Companies Act, 2013 every Company shall appoint an individual or firm as an auditor who shall hold office from the conclusion of that meeting till the conclusion of every next meeting. However, such appointment is subject to ratification by members at every annual general meeting.

M/s. DJNV & Co., Chartered Accountants, who are the statutory auditors of the Company, who holds office till the conclusion of the ensuing AGM and are eligible for re-appointment. Pursuant to the provisions of section 139(1) of the Companies Act, 2013 and the Rules framed there under, it is proposed to appoint, M/s. DJNV & Co., Chartered Accountants as statutory auditors of the Company from the conclusion of the forthcoming AGM till the conclusion Annual General Meeting for the financial year 2019-20 and the same is subject to ratification by members at every AGM.

The Company has received letters from, M/s. DJNV & Co., Chartered Accountants, to the effect that their appointment, if made, would be within the prescribed limits under Section 141 (3)(g) of the Companies Act, 2013 and that they are not disqualified from being appointed as Statutory Auditors of the Company.

COMMENTS ON AUDITORS' REPORT:-

There is no adverse comment in the Auditors' Report which requires any further explanation.

SECRETARIAL AUDITOR:-

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Ashish Shah & Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company for FY 2016-17. The Secretarial Audit Report is appended to this report as "**Annexure E**".

COMMENTS ON SECRETARIAL AUDITORS' REPORT:-

There is no adverse comment in the Secretarial Auditors' Report which requires any further explanation.

COST AUDITORS:

Your Company was not required to appoint cost auditor of the Company for FY 2016-17.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:-

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

RELATED PARTY TRANSACTIONS (RPT):-

During the period under review there were transactions with related parties as defined under Section 188 of the Companies Act, 2013. Details of the same are annexed in "**Annexure F**" and forming part of this report.

INTERNAL CONTROL SYSTEMS:-

The Company has an adequate system of internal control procedures which is commensurate with the size and nature of business. Detailed procedural manuals are in place to ensure that all the assets are safeguarded, protected against loss and all transactions are authorized, recorded and reported correctly. The internal control systems of the Company are monitored and evaluated by internal auditors and their audit reports are periodically reviewed by the Audit Committee of the Board of Directors.

PARTICULARS OF EMPLOYEES:-

The information required under section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year.

This cannot be ascertain as the Directors do not draw any Remuneration.

- b. The percentage increase in remuneration of each director, Chief Executive Officer, Chief Financial Officer, Company Secretary in the financial year.

Percentage Increase in Remuneration for FY 2016-17

MD/CEO	NIL
CFO	23.84%
CS	11.74%

- c. The percentage increase in the median of employees in the financial year:-0.1%
- d. The number of permanent employees on the rolls of the Company: 156 Nos.
- e. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The Average percentile increase made in salaries of employees is 15.26% while that of KMP is 18.42%

The Managerial Personnel are responsible for the consolidated performance of the Company, unlike non-managerial personnel. Thus, it is not meaningful to compare the increase in their remuneration with that of the other employees who do not have similar responsibilities.

- f. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

	Amt. ` In Lacs	
	KMP	Other than KMP
Remuneration in FY 17	17.82	462.58
Revenue	9,983.35	9,983.35
Remuneration as % of revenue	0.18%	4.63%
Profit before Tax (PBT)	1,844.35	1,844.35
Remuneration (as % of PBT)	0.97	25.08

- g. Affirmation that the remuneration is as per the remuneration policy of the company

The Company affirms remuneration as per the remuneration policy of the Company.

The company does not have any employee covered under the provisions of section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment

RISK MANAGEMENT:-

The Company had a Risk Management Committee with defined role and responsibilities. During the year under review, the Committee was constituted in the compliance of requirement listing regulations. The details of the same are forming part of the Corporate Governance Report

EQUAL OPPORTUNITY EMPLOYER:-

The Company has always provided a congenial atmosphere for work to all employees that are free from discrimination and harassment including sexual harassment. It has provided equal opportunities of employment to all without regard to their caste, religion, colour, marital status and sex. The Company has also framed a Policy on "Prevention of Sexual Harassment" at the workplace in line with provisions of the Sexual Harassment of women at Workplace (prevention, prohibition and redressal) Act, 2013 and the Rules there under for prevention and redressal of complaints of sexual harassment at workplace. All the employees are treated with dignity with a view to maintain a work environment free from harassment whether physical, verbal or psychological. There were no cases reported under the said Policy during the year.

GUJARAT APOLLO INDUSTRIES LIMITED

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

SIGNIFICANT AND MATERIAL ORDERS

There are no material orders passed by Regulators, Courts or Tribunals impacting the going concern status and company's operations in future.

INDUSTRIAL RELATIONS:-

The relationship with the workmen and staff remained co-ordial and harmonious during the year and management received full cooperation from employees.

CAUTIONARY STATEMENT:-

Statements in the Boards' Report and the Management Discussion and Analysis describing the Company's objectives, explanations and predictions, may be forward looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the company's operations include: global and domestic demand and supply conditions affecting selling prices, new capacity additions, availability of critical materials and their cost, changes in government policies and tax laws, economic development of the country, and other factors which are material to the business operations of the Company.

ACKNOWLEDGEMENT:

Your Directors place on record their sincere appreciation for the continuous support and cooperation received from the Business Associates including vendors, customers and Banks. Your Directors greatly appreciates overwhelming cooperation, dedication, commitment and contribution made by employees at all levels and look forward for their continued support in future as well. Your Directors would also wish to place on record their gratitude to the shareholders for having faith on the management of the Company.

For and on behalf of the Board of Directors

**Place : Ahmedabad
Dated : 29th August, 2017**

**Asit A. Patel
Managing Director
DIN:00093332**

**Anand A. Patel
Director
DIN:00002277**

ANNEXURE “A” TO DIRECTORS’ REPORT

Form AOC 1

Pursuant to the first proviso to sub-section (3) of Section 129 read with Rule 5 of the Companies (Accounts) Rules, 2014.

Statement Containing salient features of the financial statement of subsidiaries/associate companies/ joint ventures

Part “A”: Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in `)

Sl. No.	Particulars	Details	
1.	Name of the subsidiary	Apollo Earthmovers Ltd.	Apollo FBC Crushing Equipments Ltd.
2.	Reporting period for the subsidiary concerned, if different from the holding company’s reporting period	2016-2017	2016-2017
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	INR	INR
4.	Share capital	3,60,00,000	5,00,000
5.	Reserves & surplus	2,26,92,17,757	(1,077,439)
6.	Total assets	2,31,21,46,068	6,64,149
7.	Total Liabilities	69,28,309	12,41,588
8.	Investments	1,74,60,86,403	-
9.	Turnover	2,05,198	-
10.	Profit before taxation	24,84,92,346	(9,41,298)
11.	Provision for taxation	1,38,99,911	-
12.	Profit after taxation	23,45,92,435	(9,41,298)
13.	Proposed Dividend	Nil	Nil
14.	% of shareholding	100%	100%

Notes: The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations: NIL
2. Names of subsidiaries which have been liquidated or sold during the year: NIL

GUJARAT APOLLO INDUSTRIES LIMITED

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of associates/Joint Ventures		Credo Mineral Industries Ltd (CMIL).
1.	Latest audited Balance Sheet Date	31.03.2017
2.	Shares of Associate/Joint Ventures held by the company on the year end	
	No.	63,10,216
	Amount of Investment in Associates/Joint Venture	30,43,39,665
	Extend of Holding%	29.96%
3.	Description of how there is significant influence	Holding more than 20% of total share capital.
	Reason why the associate/joint venture is not consolidated	NA
5.	Net worth attributable to shareholding as per latest audited Balance Sheet	₹ 58,79,04,632
6.	Profit/Loss for the year	₹ 31,56,806
	i. Considered in Consolidation	₹ 18,08,241
	ii. Not Considered in Consolidation	NA

- Names of associates or joint ventures which are yet to commence operations: NIL
- Names of associates or joint ventures which have been liquidated or sold during the year: NIL

For and on behalf of Board of Directors

Asit Patel
Managing Director
DIN:00093332

Navinchandra V. Shah
Director
DIN: 03027647

Bharat Dave
Chief Financial Officer

Neha Chikani Shah
Company Secretary
M'ship No:A-25420

Place : Ahmedabad
Dated : 29th August, 2017

ANNEXURE “B” TO DIRECTORS’ REPORT

A. PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY

a. The Steps taken or impact on conservation of energy:-

The Company attaches a great deal of importance to energy conservation. Efforts to conserve Energy continued during the year through timely preventive maintenance and inspection of major plant and machinery.

b. The steps taken by the Company for utilizing alternate sources of energy

No step is taken to utilize alternate sources of energy

c. The Capital investment on energy conservation equipment

No Capital investments are planned at this stage.

B. TECHNOLOGY ABSORPTION:

1. Research & Development (R & D)

The Company is not having an independent Research & Development unit registered with the Government of India. However, product developmental activities continue to get utmost priority in the field of process technology, improvement in quality, import substitution etc., through the quality assurance department.

Benefits Derived as a result of above R & D

The Company has been able to substitute some of the indigenous spares, which were earlier required to be imported.

2. Technology Absorption and Innovation

a) Efforts: The Company has been able to indigenize components required for the manufacture Crushers and other machineries.

b) Benefits derived : better product and indirect saving in foreign exchange

c) Particulars of technology imported during the past 5 years: No technology is imported during past 5 years.

C. FOREIGN EXCHANGE EARNING AND OUTGO:

Foreign Exchange Earning: ` 6,68,63,282

Foreign Exchange Outgo : ` 1,70,61,298

For and on behalf of the Board of Directors

Place : Ahmedabad
Dated : 29th August, 2017

Asit A. Patel
Managing Director
DIN:00093332

Anand A. Patel
Director
DIN:00002277

GUJARAT APOLLO INDUSTRIES LIMITED

ANNEXURE “C” TO DIRECTORS’ REPORT

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2017

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I REGISTRATION & OTHER DETAILS:

i	CIN	L45202GJ1986PLC009042
ii	Registration Date	7-Oct-86
iii	Name of the Company	GUJARAT APOLLO INDUSTRIES LIMITED
iv	Category of the Company	Public Limited Company
v	Address of the Registered office & contact details	
	Address :	Block No. 486, 487, 488, Mouje Dholasan, Taluka & District Mehsana
	Town / City :	Mehsana
	State :	Gujarat - 382732
	Country Name :	India
	Telephone (with STD Code) :	02762-666771/72
	Fax Number :	—
	Email Address :	info@apollo.co.in
	Website, if any:	www.apollo.co.in
vi	Whether listed company	yes
vii	Name and Address of Registrar & Transfer Agents (RTA):-	
	Name of RTA:	Link Intime India Private Limited
	Address :	5TH Floor, 506 TO 508, Amarnath Business Centre – 1 (ABC-1), Beside Gala Business Centre, Nr. St. Xavier's College Corner, Off C G Road, Elliesebidge
	Town / City :	Ahmedabad
	State :	Gujarat
	Pin Code:	380009
	Telephone :	079 – 26465179
	Fax Number :	079 - 26465179
	Email Address :	ahmedabad@linkintime.com

II. PRINCIPAL BUSINESS ACTIVITY OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1	manufacture of machinery for mining, quarrying and construction	2824	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

No. of Companies for which information is being filled

3

S. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
1	Apollo Earthmovers Limited	U29210GJ1980PLC004064	Subsidiary	100%	2(87)
2	Apollo FBC Crushing Equipments Limited	U29100GJ2014PLC078597	Subsidiary	100%	2(87)
3	Credo Mineral Industries Limited	U10300GJ1995PLC064782	Associate	29.96%	2(6)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year - 2016				No. of Shares held at the end of the year - 2017				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Shareholding of Promoter and Promoter Group									
(1) Indian									
a) Individual/ HUF	7457819	0	7457819	54.5960	7478279	0	7478279	54.7458	0.1498
b) Central Govt/ State Govt(s)	0	0	0	0.00	0	0	0	0.00	0
c) Banks / FI	0	0	0	0.00	0	0	0	0.00	0
d) Any other (Specify)									0
Sub Total (A)(1)	7457819	0	7457819	54.5960	7478279	0	7478279	54.7458	0.1498
(2) Foreign									
a) Individuals (Non-Resident)									
Individuals / Foreign Individuals)	769918	0	769918	5.6363	769918	0	769918	5.6363	0.0000
(b) Government	0	0	0	0.00	0	0	0	0.00	0
(c) Institutions	0	0	0	0.00	0	0	0	0.00	0
(d) Foreign Portfolio Investor	0	0	0	0.00	0	0	0	0.00	0
(e) Any Other (Specify)									0
Sub Total (A)(2)	769918	0	769918	5.6363	769918	0	769918	5.6363	0.0000
Total Shareholding of Promoter and Promoter									
Group(A)=(A)(1)+(A)(2)	8227737	0	8227737	60.2323	8248197	0	8248197	60.3821	0.1498

GUJARAT APOLLO INDUSTRIES LIMITED

B. Public Shareholding									
1. Institutions								0.00	0.00
a) Mutual Funds/UTI	0	0	0	0.00	0	0	0	0.00	0
b) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0
c) Alternate Investment Funds	0	0	0	0.00	0	0	0	0.00	0
d) Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0
e) Foreign Portfolio Investor	100200	0	100200	0.7335	91347	0	91347	0.6687	-0.0648
f) FI / Banks	3187	0	3187	0.0233	3142	0	3142	0.0230	-0.0003
g) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0
h) Provident Funds/ Pension Funds	0	0	0	0.00	0	0	0	0.00	0
(i) Any Other (Specify)									0
Sub-total (B)(1):-	103387	0	103387	0.7569	94489	0	94489	0.6917	-0.0652
2. Central Govt/ State Govt(s)/ President of India Sub Total (B)(2)	0	0	0	0.00	0	0	0	0.00	0
3. Non-Institutions									0
(a) Individuals									0
(i) Individual shareholders holding nominal share capital upto ` 1 lakh.	2087863	318903	2406766	17.6191	2055569	303078	2358647	17.2668	-0.3523
(ii) Individual shareholders holding nominal share capital in excess of ` 1 lakh	1303687	11250	1314937	9.6262	1239693	11250	1250943	9.1577	-0.4685
(b) NBFs registered with RBI	0	0	0	0.00	0	0	0	0.00	0
(c) Employee Trusts	0	0	0	0.00	0	0	0	0.00	0
(d) Overseas Depositories (holding DRs) (balancing figure)	0	0	0	0.00	0	0	0	0.00	0
(e) Any Other (Specify)									0
HUF	288818	0	288818	2.1143	229296	0	229296	1.6786	-0.4357
Non Resident Indians (Non Repat)	138383	0	138383	1.0131	137096	0	137096	1.0036	-0.0095
Non Resident Indians (Repat)	249105	0	249105	1.8236	277332	0	277332	2.0302	0.2066
Clearing Member	13554	0	13554	0.0992	36376	0	36376	0.2663	0.1671
Bodies Corporate	916338	975	917313	6.7153	1026724	900	1027624	7.5229	0.8076
Sub Total (B)(3)	4997748	331128	5328876	39.0108	5002086	315228	5317314	38.9262	-0.0846
Total Public Shareholding(B)= (B)(1)+(B)(2)+(B)(3)	5101135	331128	5432263	39.7677	5096575	315228	5411803	39.6179	-0.1498
Total (A)+(B)	13328872	331128	13660000	100.0000	13344772	315228	13660000	100.0000	0.0000
(C) Non Promoter - Non Public									0
[1] Custodian/DR Holder	0	0	0	0	0	0	0	0.00	0
[2] Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	0.00	0	0	0	0.00	0
Total (A)+(B)+(C)	13328872	331128	13660000	100.0000	13344772	315228	13660000	100.0000	0.0000

ii Shareholding of Promoters

SN	Shareholder's Name	Shareholding at the beginning of the year-2016			Shareholding at the end of the year-2015			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Asit Anilkumar Patel HUF	2250528	'16.4753	0	2250528	'16.4753	0	'0.0000
2	Anand A Patel	1409000	'10.3148	0	1059000	'7.7526	0	'-2.5622
3	Anilkumar Tribhovandas Patel	684125	'5.0082	0	534125	'3.9101	0	'-1.0981
4	Somabhai H. Patel	538002	'3.9385	0	538002	'3.9385	0	'0.0000
5	Manankumar Manilal Patel	444933	'3.2572	0	444933	'3.2572	0	'0.0000
6	Maulikkumar Manilal Patel	421705	'3.0872	0	421705	'3.0872	0	'0.0000
7	Anilkumar T Patel HUF	419761	'3.0729	0	419761	'3.0729	0	'0.0000
8	Maganbhai Harjivandas Patel	231916	'1.6978	0	231916	'1.6978	0	'0.0000
9	Manibhai Virchanddas Patel	202639	'1.4834	0	202639	'1.4834	0	'0.0000
10	Manjula R. Patel	200000	'1.4641	0	200000	'1.4641	0	'0.0000
11	Rashmikant Haribhai Patel HUF	170000	'1.2445	0	0	'0.0000	0	'-1.2445
12	Parth Rashmikant Patel	169900	'1.2438	0	339900	'2.4883	0	'1.2445
13	Arvindbhai T. Patel HUF	165102	'1.2087	0	192696	'1.4107	0	'0.2020
14	Shardaben Anilkumar Patel	156776	'1.1477	0	306776	'2.2458	0	'1.0981
15	Dhruv Ashokbhai Patel	145667	'1.0664	0	138533	'1.0142	0	'-0.0522
16	Roy Asit Patel	105000	'0.7687	0	105000	'0.7687	0	'0.0000
17	Anu Asit Patel	94525	'0.6920	0	94525	'0.6920	0	'0.0000
18	Arjun Asit Patel	94078	'0.6887	0	94078	'0.6887	0	'0.0000
19	Janardanbhai Jayantibhai Raval	89700	'0.6567	0	89700	'0.6567	0	'0.0000
20	Pravinkumar P Patel	62500	'0.4575	0	62500	'0.4575	0	'0.0000
21	Aryan Anand Patel	35200	'0.2577	0	35200	'0.2577	0	'0.0000
22	Amit J Raval	31500	'0.2306	0	31500	'0.2306	0	'0.0000
23	Nayna Asit Patel	27100	'0.1984	0	27100	'0.1984	0	'0.0000
24	Maniben Manilal Patel	25650	'0.1878	0	25650	'0.1878	0	'0.0000
25	Kailashbhai Manibhai Patel	24525	'0.1795	0	24525	'0.1795	0	'0.0000
26	Parul Pravinbhai Patel	11050	'0.0809	0	11050	'0.0809	0	'0.0000
27	Patel Pravin P HUF	6255	'0.0458	0	6255	'0.0458	0	'0.0000
28	Asit Patel	5000	'0.0366	0	5000	'0.0366	0	'0.0000
29	Sonali Anand Patel	4900	'0.0359	0	354900	'2.5981	0	'2.5622
30	Arnav Anand Patel	600	'0.0044	0	600	'0.0044	0	'0.0000
31	Rashmikant Patel	100	'0.0007	0	100	'0.0007	0	'0.0000
	Total	8227737	'60.2323	'0.0000	8248197	'60.3821	0	'0.1498

GUJARAT APOLLO INDUSTRIES LIMITED

(iii) Change in Promoters Shareholding

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2016		Transactions during the year		Cumulative Shareholding at the end of the year - 2017	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	ASIT ANILKUMAR PATEL HUF	2250528	16.4753			2250528	16.4753
	AT THE END OF THE YEAR					2250528	16.4753
2	ANAND A PATEL	1409000	10.3148			1409000	10.3148
	Transfer			02 Sep 2016	(350000)	1059000	7.7526
	AT THE END OF THE YEAR					1059000	7.7526
3	SOMABHAI H PATEL	538002	3.9385			538002	3.9385
	AT THE END OF THE YEAR					538002	3.9385
4	ANILKUMAR T PATEL	684125	5.0082			684125	5.0082
	Transfer			02 Sep 2016	(150000)	534125	3.9101
	AT THE END OF THE YEAR					534125	3.9101
5	MANANKUMAR MANILAL PATEL	444933	3.2572			444933	3.2572
	AT THE END OF THE YEAR					444933	3.2572
6	MAULIKKUMAR MANILAL PATEL	421705	3.0872			421705	3.0872
	AT THE END OF THE YEAR					421705	3.0872
7	ANILKUMAR T PATEL HUF	419761	3.0729			419761	3.0729
	AT THE END OF THE YEAR					419761	3.0729
8	SONALI ANAND PATEL	4900	0.0359			4900	0.0359
	Transfer			02 Sep 2016	350000	354900	2.5981
	AT THE END OF THE YEAR					354900	2.5981
9	PARTH RASHMIKANT PATEL	169900	1.2438			169900	1.2438
	Transfer			11 Apr 2016	170000	339900	2.4883
	AT THE END OF THE YEAR					339900	2.4883
10	SHARDABEN ANILKUMAR PATEL	156776	1.1477			156776	1.1477
	Transfer			02 Sep 2016	150000	306776	2.2458
	AT THE END OF THE YEAR					306776	2.2458
11	MAGANBHAI HARJIVANDAS PATEL	231916	1.6978			231916	1.6978
	AT THE END OF THE YEAR					231916	1.6978
12	MANIBHAI VIRCHANDDAS PATEL	202639	1.4834			202639	1.4834
	AT THE END OF THE YEAR					202639	1.4834
13	MANJULA R PATEL	200000	1.4641			200000	1.4641
	AT THE END OF THE YEAR					200000	1.4641
14	ARVINDBHAI T PATEL HUF	165102	1.2087			165102	1.2087
	Transfer			11 Nov 2016	24437	189539	1.3875
	Transfer			15 Nov 2016	2821	192360	1.4082
	Transfer			25 Nov 2016	336	192696	1.4107
	AT THE END OF THE YEAR					192696	1.4107
15	DHRUV ASHOKBHAI PATEL	145667	1.0664			145667	1.0664
	Transfer			13 Feb 2017	(7134)	138533	1.0142
	AT THE END OF THE YEAR					138533	1.0142
16	ROY ASIT PATEL	105000	0.7687			105000	0.7687
	AT THE END OF THE YEAR					105000	0.7687
17	ANU ASIT PATEL	94525	0.6920			94525	0.6920
	AT THE END OF THE YEAR					94525	0.6920

18	ARJUN ASIT PATEL	94078	0.6887			94078	0.6887
	AT THE END OF THE YEAR					94078	0.6887
19	JANARDANBHAI JAYANTILAL RAVAL	89700	0.6567			89700	0.6567
	AT THE END OF THE YEAR					89700	0.6567
20	PRAVINKUMAR P PATEL	62500	0.4575			62500	0.4575
	AT THE END OF THE YEAR					62500	0.4575
21	ARYAN ANAND PATEL	35200	0.2577			35200	0.2577
	AT THE END OF THE YEAR					35200	0.2577
22	AMIT J RAVAL	31500	0.2306			31500	0.2306
	AT THE END OF THE YEAR					31500	0.2306
23	NAYNA ASIT PATEL	27100	0.1984			27100	0.1984
	AT THE END OF THE YEAR					27100	0.1984
24	MANIBEN MANILAL PATEL	25650	0.1878			25650	0.1878
	AT THE END OF THE YEAR					25650	0.1878
25	KAILASHBEN MANIBHAI PATEL	24525	0.1795			24525	0.1795
	AT THE END OF THE YEAR					24525	0.1795
26	PARUL PRAVINBHAI PATEL	11050	0.0809			11050	0.0809
	AT THE END OF THE YEAR					11050	0.0809
27	PATEL PRAVIN P HUF	6255	0.0458			6255	0.0458
	AT THE END OF THE YEAR					6255	0.0458
28	ASIT PATEL	5000	0.0366			5000	0.0366
	AT THE END OF THE YEAR					5000	0.0366
29	ARNAV ANAND PATEL	600	0.0044			600	0.0044
	AT THE END OF THE YEAR					600	0.0044
30	RASHMIKANT H PATEL	100	0.0007			100	0.0007
	AT THE END OF THE YEAR					100	0.0007
31	RASHMIKANT HARIBHAI PATEL HUF	170000	1.2445			170000	1.2445
	Transfer			11 Apr 2016	(170000)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000

Notes:

1. Paid up Share Capital of the Company (Face Value ` 10.00) at the end of the year is 13660000 Shares.
2. The details of holding has been clubbed based on PAN.
3. % of total Shares of the Company is based on the paid up Capital of the Company at the end of the Year.

GUJARAT APOLLO INDUSTRIES LIMITED

(iv) Shareholding Pattern of Top Ten Shareholders

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2016		Transactions during the year		Cumulative Shareholding at the end of the year-2017	
		No. of Shares held	% of total Shares of the Company	Date of Transaction	No. of Shares	No. of Shares held	% of total Shares of the Company
1	APOLLO TECHNO EQUIPMENTS LTD.	400000	2.9283			400000	2.9283
	AT THE END OF THE YEAR					400000	2.9283
2	SUNIL P SARAF	310000	2.2694			310000	2.2694
	Transfer			31 Mar 2017	(109000)	201000	1.4714
	AT THE END OF THE YEAR					201000	1.4714
3	KAMDHENU INTERTRADE PRIVATE LIMITED	170000	1.2445			170000	1.2445
	Transfer			15 Jul 2016	(2500)	167500	1.2262
	AT THE END OF THE YEAR					167500	1.2262
4	KIRITKUMAR N RAVAL	202634	1.4834			202634	1.4834
	Transfer			27 May 2016	(300)	202334	1.4812
	Transfer			17 Jun 2016	(834)	201500	1.4751
	Transfer			10 Feb 2017	(35000)	166500	1.2189
	AT THE END OF THE YEAR					166500	1.2189
5	ALL RIGHT STOCK BROKING Pvt. Ltd.	0	0.0000			0	0.0000
	Transfer			18 Nov 2016	3451	3451	0.0253
	Transfer			25 Nov 2016	(1512)	1939	0.0142
	Transfer			31 Mar 2017	107061	109000	0.7980
	AT THE END OF THE YEAR					109000	0.7980
6	UGRABHAI V PATEL	108783	0.7964			108783	0.7964
	AT THE END OF THE YEAR					108783	0.7964
7	POLUS GLOBAL FUND	100000	0.7321			100000	0.7321
	Transfer			24 Feb 2017	(8653)	91347	0.6687
	AT THE END OF THE YEAR					91347	0.6687
8	PATEL MITHABHAI K	89548	0.6555			89548	0.6555
	AT THE END OF THE YEAR					89548	0.6555
9	PATEL SANJAYKUMAR B HUF	64500	0.4722			64500	0.4722
	AT THE END OF THE YEAR					64500	0.4722
10	PRABHURAJ S HIREMATH	60000	0.4392			60000	0.4392
	Transfer			03 Jun 2016	500	60500	0.4429
	Transfer			14 Oct 2016	1000	61500	0.4502
	Transfer			21 Oct 2016	300	61800	0.4524
	Transfer			28 Oct 2016	1550	63350	0.4638
	AT THE END OF THE YEAR					63350	0.4638

(v) Shareholding of Directors and KMP

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2016		Transactions during the year		Cumulative Shareholding at the end of the year-2017	
		No. of Shares held	% of total Shares of the Company	Date of Transaction	No. of Shares	No. of Shares held	% of total Shares of the Company
	Directors						
1	ASIT ANILKUMAR PATEL	5000	0.03			5000	0.03
	AT THE END OF THE YEAR					5000	0.03
2	ANAND A PATEL	1409000	10.31			1409000	10.31
	Transfer			02 Sep 2016	(350000)	1059000	7.75
	AT THE END OF THE YEAR					1059000	7.75
3	ANILKUMAR T PATEL	684125	5.00			684125	5.00
	Transfer			02 Sep 2016	(150000)	534125	3.91
	AT THE END OF THE YEAR					534125	3.91
4	MANIBHAI V PATEL	202639	1.48			202639	1.48
	AT THE END OF THE YEAR					202639	1.48
5	NAVINCHANDRA V SHAH	8100	0.06			8100	0.06
	AT THE END OF THE YEAR					8100	0.06
6	KAPILABENA PATEL	0	0			0	0
	AT THE END OF THE YEAR					0	0
7	NAYNA ASIT PATEL	27100	0.19			27100	0.19
	AT THE END OF THE YEAR					27100	0.19
8	NAMAN MADHAV PATEL	2500	0.02			2500	0.02
	AT THE END OF THE YEAR					2500	0.02
	KMP						
1	NEHA CHIKANI SHAH - CS	0	0			0	0
	AT THE END OF THE YEAR					0	0
2	BHARAT P DAVE - CFO	0	0			0	0
	AT THE END OF THE YEAR					0	0

GUJARAT APOLLO INDUSTRIES LIMITED

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	1,132,506,128	-	-	1,132,506,128
ii) Interest due but not paid	449,753	-	-	449,753
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	1,132,955,881	-	-	1,132,955,881
Change in Indebtedness during the financial year				
* Addition	-	-	-	-
* Reduction	740,996,645	-	-	740,996,645
Net Change	-740,996,645	-	-	-740,996,645
Indebtedness at the end of the financial year				
i) Principal Amount	391,959,236	-	-	391,959,236
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	391,959,236	-	-	391,959,236

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Mr. Asit Patel	
1	Gross salary	N.A.	0
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		0
2	Stock Option		0
3	Sweat Equity		0
4	Commission		
	- as % of profit		0
	- others, specify		0
5	Others, please specify		0
	Total (A)	0	
	Ceiling as per the Act	0	

B. Remuneration to other directors:

Sl. no.	Particulars of Remuneration	Name of Directors							Total Amount
		U V Patel [Till 30.5.16]	N V Shah	Anilkumar Patel	Manilal Patel	Kapilaben Patel	Nayna Patel	Naman Patel	
1	Independent Directors								
	Fee for attending board committee meetings	0	20000	0	0	10000	0	17500	47500
	Commission	0	0	0	0	0	0	0	0
	Others, please specify	0	0	0	0	0	0	0	0
	Total (1)	0	20000	0	0	10000	0	17500	47500
2	Other Non-Executive Directors								
	Fee for attending board committee meetings		0	7500	10000	0	7500	0	25000
	Commission	0	0	0	0	0	0	0	0
	Others, please specify	0	0	0	0	0	0	0	0
	Total (2)		0	7500	10000	0	7500	0	25000
	Total (B)=(1+2)		20000	7500	10000	10000	7500	17500	72500
	Total Managerial Remuneration	0	20000	7500	10000	10000	7500	17500	72500
	Overall Ceiling as per the Act								60,00,000

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	Company Secretary	CFO	
1	Gross salary	0	753600	1028400	1782000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	753600	1028400	1782000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0	0
2	Stock Option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission				
	- as % of profit	0	0	0	0
	- others, specify...	0	0	0	0
5	Others, please specify	0	0	0	0
	Total	0	753600	1028400	1782000

GUJARAT APOLLO INDUSTRIES LIMITED

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	- -
Punishment	-	-	-	-	- -
Compounding	-	-	-	-	- -
B. DIRECTORS					
Penalty	-	-	-	-	- -
Punishment	-	-	-	-	- -
Compounding	-	-	-	-	- -
C. OTHER OFFICERS					
IN DEFAULT					
Penalty	-	-	-	-	- -
Punishment	-	-	-	-	- -
Compounding	-	-	-	-	- -

Note:

There were no penalties/punishments/compounding of offenses for the year ended 31st March, 2017

**ANNEXURE “D” TO DIRECTORS’ REPORT
ANNUAL REPORT ON CSR ACTIVITIES**

1. A brief outline of the company’s CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs

The CSR policy of the Company is available on the Company’s website www.apollo.co.in. The focus areas for CSR activities will be Education, Healthcare and such other activities as CSR Committee or Board may consider to be appropriate.

2. The Composition of the CSR Committee :

The CSR Committee of the Company comprises of following directors.

- (1) Mr. Ugrabhai V. Patel [Till 30.05.2016] - Chairman
 (2) Mr. Navinchandra V. Shah [From 30.05.2016] - Chairman
 (3) Mr. Anand A. Patel - Member
 (4) Mrs. Nayna A. Patel [From 30.05.2016] - Member

3. Average net profit of the company for last three financial years

Average net profit of the Company for last three financial years is ₹ (7,09,00,540)/-.

4. Prescribed CSR Expenditure (two per cent. of the amount as in item 3 above)

CSR expenditure is ₹ Nil (2% of ₹ (7,09,00,540)/-)

5. Details of CSR spent during the financial year.

(a) Total amount to be spent for the financial year : ₹ Nil

(b) Amount unspent, if any; : ₹ Nil

- (c) Manner in which the amount spent during the financial year is detailed below

Sr. No.	CSR project/ activity identified	Sector in which the Project is covered	Projects/ Programmes 1.Local area/other 2.Specify the state and district where project or programs was undertaken	Amount outlay (budget) project/ programs wise	Amount spent on the project/ programs Subheads: 1.Direct expenditure on project or programs 2.Overheads	Cumulative Expenditure upto to the reporting period.	Amount spent: Direct or through implementing agency
During the year Company is not required to spend any amount towards CSR activities as the average net profits of last three financial years was Negative							

Give details of implementing agency : Not applicable

6. In case the company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount :

N.A.

7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR policy, is in compliance with CSR objectives and Policy of the Company

The CSR Committee confirms that CSR Committee is responsible for monitoring process of the CSR activities and the implementation and monitoring of CSR Policy is in compliance with CSR objectives and Policy of the Company.

For and on behalf of the Board of Directors

**Place : Ahmedabad
Dated : 29th August, 2017**

**Asit A. Patel
Managing Director
DIN:00093332**

**Anand A. Patel
Director
DIN:00002277**

ANNEXURE “E” TO DIRECTORS’ REPORT

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2017

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Gujarat Apollo Industries Limited

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Gujarat Apollo Industries Limited (herein after referred to as “Company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of the Gujarat Apollo Industries Limited books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2017 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Gujarat Apollo Industries Limited (“the Company”) for the financial year ended on 31st March, 2017 verified the provisions of the following acts and regulations and also their applicability as far as the Company is concerned during the period under audit:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992, (‘SEBI Act’):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefit) Regulations, 2015;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with clients;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) There are no laws which are specifically applicable to the Company.

We have also examined compliance with applicable clauses of the following

1. Secretarial Standards issued by the Institute of Company Secretaries of India.
2. The listing agreement/provisions SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, wherever applicable to the Company.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings were carried out unanimously. As per records available in the said minutes there were no dissenting views expressed by any directors during the meetings.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period there are no specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

Place : Ahmedabad

Date : 29/08/2017

For, Ashish Shah & Associates

Ashish Shah

Company Secretary in practice

FCS No. 5974

C P No.: 4178

This report is to be read with our letter of even date which is annexed as Annexure-A and forms an integral part of this report.

Annexure-A

To,
The Members,
Gujarat Apollo Industries Limited

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events, etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place : Ahmedabad

Date : 29/08/2017

For, Ashish Shah & Associates

Ashish Shah

Company Secretary in practice

FCS No. 5974

C P No.: 4178

GUJARAT APOLLO INDUSTRIES LIMITED

ANNEXURE “F” TO DIRECTORS’ REPORT

FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm’s length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm’s length basis

(a)	Name of the related party and nature of relationship	Ammann Apollo India Private Limited Ammann Apollo India Private Limited (at the time of entering into a contract, Company was a Public Limited Company) is Private Limited Company and of which Mr. Anilkumar T. Patel and Mr. Asit A. Patel are directors. Apollo Earthmovers Limited, Wholly Owned subsidiary of GAIL also holds 30% stake in Ammann. In the year 2017-18, Company may re-enter into an agreement with Ammann Apollo India Private Limited (Formerly known as Apollo Construction Equipments Limited), for supply of certain goods for a period of further 2 years.
(b)	Nature of contracts/arrangements/ transactions	Supply Agreement
(c)	Duration of the contracts / arrangements/ transactions	2 (Two) years till March, 2019
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	Supply of Assemblies, sub-assemblies, components & Spare parts for various equipment not exceeding ` 100 crores p.a.
(e)	Justification for entering into such contracts or arrangements or transactions	The continuing agreement was part of Business Transfer Agreement dated 10.04.2013
(f)	date(s) of approval by the Board	29.08.2017
(g)	Amount paid as advances, if any	NIL
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	N.A.

2. Details of material contracts or arrangement or transactions at arm’s length basis: NIL

(a)	Name(s) of the related party and nature of relationship: N.A.
(b)	Nature of contracts/arrangements/transactions: N.A.
(c)	Duration of the contracts / arrangements/transactions: N.A.
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any: N.A.
(e)	Date(s) of approval by the Board, if any: N.A.
(f)	Amount paid as advances, if any: N.A.

For and on behalf of the Board of Directors

Place : Ahmedabad
Dated : 29th August, 2017

Asit A. Patel
Managing Director
DIN:00093332

Anand A. Patel
Director
DIN:00002277

MANAGEMENT DISCUSSION AND ANALYSIS

The year that was

FY 2016-17 witnessed a turnaround of sorts in the country's overall economic condition. The markets observed a steady growth. The market sentiments were cautiously optimistic. Your Company achieved a moderate success during the year and managed to maintain its market share in the Crushing and Screening business.

Your Company, while focusing on the Crushing and Screening equipment business, has initiated the process of diversification. The diversification process takes cognizance of the company's core strength in engineering, R & D & manufacturing. The highlights of FY 2016-17, in brief are as follows.

Crushing & Screening Business

Internal Development of new design Jaw Crushers and Impact Crushers

In order to enhance field performance of the product and improve the customer satisfaction, the R&D team developed two sizes of Jaw Crushers. This new design of Jaw Crushers has been performing in the field without any quality issues for the past 6 months. In future, Indian market will be catered to with the indigenously developed Jaw and Impact Crushers.

Coal Sampling

Your company made a foray into the coal sampling market segment since previous year and has completed manufacturing of Coal Sampling equipment. Your Company is confident that the performance of this Coal Sampling Unit will meet market expectations. This opens up a new opportunity in the coal segment which has a high growth potential, given the increased production of coal by Government agencies.

Breakthrough with Border Road Organization (BRO)

After carrying out successful field trials at Border Road Organization (BRO), company won an order for 10 units of Crushing Plant of 20 TPH from BRO and the same was supplied with satisfactory feedback. With the planned increase in the activity of BRO in border road infrastructure, this initial order will pave the way for more orders in the future.

Investments/Disinvestment:

The Joint Venture Company Ammann Apollo India Pvt. Ltd. (AAIPL) continues to be leader in the road construction equipment market. The sales have grown in the mid-teens in 2017 compared to previous year. New products introduced by AAIPL are being well accepted in the market. AAIPL will continue to grow with major thrust by government in road construction.

The Company has disinvested from its German Subsidiary Apollo Maschinenbau, GmbH. European Markets being sluggish, the subsidiary company finds it difficult to perform and survive. The management was not so hopeful for its business and the decision was taken to minimize the losses.

Diversification

Your company is also looking at other areas of diversification – special purpose machines for other sectors. Such diversification will support the growth and higher utilization of resources.

The management has and will always continue to strive in protecting the interests of all the stakeholders thereby justifying the trust and confidence reposed on them by the stakeholders. The management has always adopted an unbiased attitude in all its actions and has consistently followed the practice of transparency. The management firmly believes in profit sharing and has made sincere efforts to fulfill the expectations of the stakeholders.

The Company's financial results can be summed up as under:

1. Total Income of the Company is ` 6,754.91 Lakhs.
2. Profit Before exceptional items & Tax of the Company is ` 1,844.35 Lakhs.
3. Profit/Loss after Tax is ` 1,006.89 Lakhs.
4. Basic and Diluted Earnings per Share is ` 7.37.

The sale during the FY 2016-17 has decreased only marginally as compared to FY 2015-16. The main reason is the overall moderate performance of the mining and manufacturing sector due to a variety of reasons. Delays in regulatory

GUJARAT APOLLO INDUSTRIES LIMITED

approvals, problems in land acquisition and rehabilitation, environmental clearances and time overrun in the implementation of projects were the reasons for lower external and internal demand.

Our Country is classified as Newly Industrialized Country, one of the G-20 major economies, and a developing economy with approximately 7.4% average growth rate for the last two decades. In FY 2016-17, your company experienced marginal de-growth in sales in line with the market growth. Your Company is always alive to the market conditions and with a combination of R&D, dedicated efforts and manufacturing expertise managed to obtain maximum mileage in a difficult environment. Taking cognizance of this difficult period, in the year under review, the Company relied on market money as well as on the internal accruals.

The detailed Management discussion and analysis report, industry wise, economy wise, product wise and in general is as follows:-

Industry Structure:

India continues to be one of the fastest developing countries. International companies are looking at India for growth. But for the trying economic conditions in many parts of the globe, India would have witnessed a far higher level of investments. Large global Corporations have plans to invest billions of dollars in several mega projects in India over the next few years which augur well for the growth in demand.

The Crushing & Screening market segment in India is a part of Mining Sector and is experiencing a challenging environment. Passing of the Mines and Minerals (Development and Regulation) (MMDR) Amendment Ordinance, 2015 is a significant step in revival of the hitherto stagnant mining sector in the country.

Your company through a combination of in house R & D, technology tie-up and excellent manufacturing practices, is confident of improving its market share in this segment.

MAIN FOCUS AREAS AND APPLICATIONS:

The Company's major source of business is from mining and manufacturing sector and the growth of the company is therefore directly proportional to the growth in the mining and manufacturing segment. The Crushing & Screening equipment business has a wider market application and is not restricted to road construction alone.

OPPORTUNITIES, THREATS, RISKS AND CONCERNS:

Opportunities:-

- The Global Economy is showing signs of revival since the onset of financial crisis. According to Union Budget, mining issues are to be resolved on priority. Given the Government's commitment to infrastructure, one can expect that the issues will be addressed to and resolved on priority. India still has a healthy macroeconomic position. The Government policy of minimum government and maximum governance will improve the ease of doing business
- Customers are looking for quality Crushing and Screening equipment at affordable prices and your company is in a position to fit well in this segment with its market reputation.
- With lower raw material costs, the overall cost of the equipment are lower as compared to Gulf and African countries, which helps to gain market share in national and international markets.
- Increased provisions for detailed drilling in the non- CIL coal mining blocks is expected to promote private investments
- Expansion of products: cone crushers, coal crushers and bucket crushers.

Threats, Risks and Concerns:-

- Global Financial market is volatile. With lower growth in international trade, the Indian economy is likely to remain challenged. This may result in foreign players exercising caution in the entry and investment in India as a whole and mining segment in particular.
- Competition will be severe as there are quite a few local players catering to the price sensitive customers with low prices. This will lead to price pressures and the Company may not be in a position to realize higher prices for its products and services.

Outlook:

The Company sees a moderate outlook in the coming years for Crushing and Screening business on its own. The addition of new products with proven technology will improve the top and bottom line of the company. With the existing cash balances, the Company can mobilize the funds and venture in diversified business activities, outside of mining equipment business. With favorable Government policies, the overall market looks positive. With the Government committing itself to infrastructure in general and construction in particular, the demands for the Company's products are likely to see a good growth in the coming years.

Internal Control Systems and their Adequacies:

The Company maintains effective and adequate internal control systems. The Internal Control is formed as such to avoid unnecessary losses and to ensure proper record of transactions, reliable financial reporting, safeguarding of assets and adherence to management policies. The Internal Control system is adequately equipped so as to suggest proper changes that are required in the system to improve performance and eliminate waste.

International Financial Reporting Standards (IFRS) have been implemented while preparing Balance sheets and other profitability statements of the Company.

An Independent firm of Chartered Accountants regularly carries out the internal audit of the Company. Internal audit of the Company is carried out at periodic intervals. The Officers responsible for their functions regularly submit their comments on report and share the steps they have taken to rectify the defects.

Your Company continues to be an ISO 9001 certified Company by TUV India Private Limited (TUV NORD) recognized for the production, quality control and standards. Your Company has qualified for BS OHSAS 18001:2007 certificate by TUV NORD for maintaining standards for Design, Manufacture, Installation and Servicing of crushing and screening plants

Human Resources:

Your Company is technology-driven and has its own HR policy, which focuses on qualitative & transparent recruitment, training & development, performance appraisal, employee welfare etc. The Company believes that the development of employees is the prime responsibility of an organization and its employees are key contributors to the success of its business. The Company believes that its human resources are the key to maintain its leading position in the industry. The Company provides competitive compensation packages combined with a good working culture and environment to attract and retain talented personnel.

The Company seeks to establish and maintain an environment that supports its business processes and ensures that employee performance is evaluated against the achievement of objectives, which are in line with its long-term goals. All employees are provided with KRAs and an opportunity to discuss their performance, plan their development and make self-appraisals.

Comments on Financial Performance with respect to Operational Performance:

During the Financial year under review, the Net Turnover of the Company has marginally decreased to ` 6,754.90 lakhs as compared to ` 7,789.02 lakhs in the previous financial year. The profits of the Company have increased as compared to the previous financial year due to sale of investment and assets. The Profit after Tax is at ` 1,006.89 lakhs in the current year. The Company's manufacturing business was at break-even point and therefore there was no operative profit in the current year. Due to competitive pressures and a stagnant market, the Company could not improve on the price realization as expected. As far as investment activities are concerned, major chunk is invested in the debt fund where there was no gain and inadequate price realizations.

Cautionary Statement:

Statements in the Management Discussion & Analysis describing the Company's objectives, projections, estimates, expectations, predictions etc. may be "Forward statement" within the meaning of applicable laws and regulations. Actual results, performance or achievements may vary with those expressed or implied, depending upon the economic conditions, Government policies and other incidental/ unforeseeable factors. Important factors that could influence the Company's operations include input availability and prices, demand and pricing of finished goods in the Company's principal markets, changes in Government regulations, tax laws, economic developments within the Country and other incidental factors.

GUJARAT APOLLO INDUSTRIES LIMITED

REPORT ON CORPORATE GOVERNANCE

(Pursuant to Clause 49 of the Listing Agreement and clause 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Corporate Governance enhances stakeholders' value by focusing on long-term value creation without compromising on integrity, social obligations and regulatory compliances. At Gujarat Apollo, value creation is a philosophy that is ubiquitous across the organization. The Shareowners remain the focus of our growth strategy. Ensuring stability in a dynamic environment and growth in competitive time is a commitment we have and have kept since our inception. Our Company has always believed in the concept of good Corporate Governance involving a high level of transparency, accountability and responsibility in all areas of its operations to ensure investors protection. Mandatory provisions of Corporate Governance as stipulated under listing agreement of Stock Exchanges are being complied with. The Company is committed to conducting business in accordance with the highest legal and ethical standards, superior product quality and services to its customers.

BOARD OF DIRECTORS:

The Board of Directors includes a Managing Director, 4 (Four) Non – Executive Directors and 3 (Three) Independent Directors, making total strength of 8 (Eight). The Composition of Board is in Compliance with the provisions of Regulation 17 of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 read with Section 149 of the Companies Act, 2013. None of the Directors of the Company was a member of more than 10 (Ten) Committees nor was the Chairman of more than 5 (Five) Committees across all Companies in which they are directors. The detailed Composition of the Board as on 31st March, 2017 along with other related information is given in the table below:

Name of the Director	Designation	Category	No. of outside Directorship held in other Indian public companies	No. of Memberships/ Chairmanships of the other Board Committees	No. of Board meeting attended	Attendance at the last Annual General Meeting	No. of shares held by Non Executive Directors
Mr. Anilkumar T. Patel	Director	Promoter Non- Executive	4	3	3	Yes	5,34,125
Mr. Manibhai V. Patel	Director	Promoter Non- Executive	1	1	4	No	202639
Mr. Asit A. Patel	Managing Director	Executive Director	1	NIL	4	Yes	N.A.
Mr. Anand A. Patel	Director	Non-Executive Director	1	1	4	Yes	1409000
Mr. Navinchandra V. Shah	Director	Independent Non- Executive	1	NIL	4	Yes	100
Mr. Ugrabhai V. Patel [ceased w.e.f. 30.05.2016]	Director	Independent Non- Executive	NIL	NIL	NIL	No	108783
Mrs. Kapilaben A. Patel	Director	Independent Non- Executive	NIL	NIL	4	No	NIL
Mrs. Nayna A. Patel	Director	Non- Executive	NIL	NIL	3	Yes	27100
Mr. Naman M. Patel	Director	Independent Non- Executive	NIL	NIL	3	Yes	2500

During the year 2016-17, 4 (Four) Board meetings were held, details of which are given herein below:

Date of the Board Meetings	30.05.2016	12.08.2016	12.11.2016	09.02.2017
No. of Directors present	06	07	08	08
Board Strength	08	08	08	08

The time gap between any two meetings was less than 4 months.

Mr. Anilkumar T. Patel and Mr. Asit Patel, Mr. Anand Patel are being father and son. Mr. Asit Patel and Mrs. Nayna Patel, being husband and wife are related to each other. Mr. Asit Patel and Mr. Anand Patel being brother are related to each other. Mrs. Nayna Patel being daughter in law of Mr. Anilkumar T. Patel and are related to each other. None of the other directors are related to any other Director of the Company as defined under Companies Act, including rules thereof.

The Company has adopted Codes of Conduct for Executive Directors & Senior Management and Non-Executive Directors separately. All the Directors and Senior Management personnel of the Company have affirmed compliance with the Code.

Familiarization Programme of Independent Directors:

The Company has familiarization programme for Independent Directors with regard to their roles, rights, responsibilities in Company, nature of the Industry in which Company operates, the business model of the Company. The details of familiarization programme imparted to the Independent Directors are available on the web site of the Company at www.apollo.co.in

COMMITTEES OF THE BOARD:

The Committees of the Board are constituted as per the Companies Act, 2013 and Listing Regulations.

AUDIT COMMITTEE:

The Audit Committee comprising of the following Directors, possessing adequate knowledge of Accounts, Finance etc. The composition of Audit Committee meets the requirements as per Section 177 of the Companies Act, 2013 and rules framed thereunder and as per the Listing Regulations. The Board of Directors at its meeting held on 30th May, 2016 re constituted the Audit Committee.

The terms of reference of the Audit Committee are as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and includes such other functions as may be assigned to it by the Board from time to time which briefly includes following:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it is considered necessary.

The composition & Attendance at the Audit committee is as under:

Name of the Director	Designation	Category	No. of Meetings held	No. of Meetings Attended
Mr. Navinchandra V. Shah	Chairman	Independent Non- Executive Director	4	4
Mr. Asit A. Patel	Member	Managing Director	4	4
Mr. Ugrabhai V. Patel [Till 30.05.2016]	Member	Independent Non- Executive Director	NIL	NIL
Mr. Naman Patel	Member	Independent Non- Executive Director	4	4

During the year the committee held 4 (Four) meetings on 30.05.2016, 11.08.2016, 12.11.2016, 09.02.2017. The time gap between two meetings was not more than four months.

NOMINATION AND REMUNERATION COMMITTEE:

The terms of reference of Nomination and Remuneration Committee have been formulated in compliance with Section 178 of the Companies Act, 2013 and rules framed thereunder and as per the Listing Regulations. The Board of Directors at its meeting held on 30th May, 2016 re constituted the Nomination and Remuneration Committee.

GUJARAT APOLLO INDUSTRIES LIMITED

Terms of reference:

The terms of reference of remuneration committee, inter alia consists of:

1. Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance
2. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees
3. Formulate policy for remuneration to directors, key managerial personnel and senior management and others.

The Composition & Attendance at the Nomination and Remuneration committee is as under:

Name of the Director	Designation	Category	No. of Meetings held	No. of Meetings Attended
Mr. Navinchandra V. Shah	Chairman	Independent Non- Executive Director	4	4
Mr. Ugrabhai V. Patel [Till 30.05.2016]	Member	Independent Non- Executive Director	1	NIL
Mr. Anilkumar T. Patel	Member	Non- Executive Director	4	4
Mrs. Kapilaben A. Patel [From 30.05.2016]	Member	Independent Non- Executive Director	3	3

During the year the committee held 4 (Four) meetings on 02.05.2016, 12.08.2016, 12.11.2016 and 09.02.2017

The Committee has adopted a formal system of evaluating Board performance as a whole and the contribution of each individual director. An evaluation of Board performance is conducted annually to identify areas of improvement and as a form of good Board management practice.

Each member of the Committee shall abstain from voting any resolutions in respect of the assessment of his performance or renomination as Director.

The results of the evaluation exercise were considered by the Committee which then makes recommendations to the Board aimed at helping the Board to discharge its duties more effectively.

The Directors' remuneration and sitting fees paid/payable in respect of the financial year 2017 are given below:-

Remuneration to Managing Director :

In view of no operating profits, Managing Director waived off his right of remuneration and did not claim the same.

Remuneration to Non- Executive Directors:

A Commission @ 1% on operating profit is payable to Mr. Anilkumar T. Patel and Mr. Manibhai V. Patel, the Non-Executive directors of the Company. In lieu of the same no commission is payable for the year 2016-17.

All the Non-Executive Directors are paid sitting fees of Rs. 2,500/- per meeting for attending the Board and Audit Committee meetings.

Performance Evaluation criteria for Independent Directors:

The performance evaluation criteria for independent directors is determined by Nomination and Remuneration committee. An indicative list of factors that may be evaluated including participation and contribution by a director, commitment, effective deployment of knowledge and expertise, integrity and maintaining confidentiality and independence of behavior and judgement.

Remuneration policy:

In determining the remuneration package of the M.D. under the provisions of Section 178 of the Companies Act, 2013, and Listing Regulations, the committee evaluates the remuneration paid by comparable organizations within the industry and across various industries before making its recommendations to the Board of Directors. The compensation is also linked to individual vis-a-vis Company performance.

STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Stakeholders Relationship Committee aims to ensure the effective redressal of the complaints of the investors. The Committee also recommends steps to be taken for further implementation in the quality and services to the investors. The Board of Directors at its meeting held on 30th May, 2016 re constituted the Stakeholders' Relationship Committee.

The Composition & Attendance at the Stakeholders Relationship Committee is as under:

Name of the Director	Designation	Category	No. of Meetings held	No. of Meetings Attended
Mr. Navinchandra V. Shah	Chairman	Independent Non- Executive Director	4	4
Mr. Ugrabhai V. Patel [Till 30.05.2016]	Member	Independent Non- Executive Director	NIL	NIL
Mr. Asit A. Patel	Member	Managing Director	4	4
Mrs. Nayna A. Patel [From 30.05.2016]	Member	Non- Executive Director	3	3

During the year the committee held 4 (Four) meetings on 30.05.2016, 12.08.2016, 12.11.2016 and 09.02.2017.

Name, designation and address of Compliance Officer:

Ms. Neha Chikani Shah

Company Secretary & Compliance Officer

Gujarat Apollo Industries Limited

"Parishram", 5-B, Rashmi Society, Near Mithakhali Six Roads, Navrangpura, Ahmedabad- 380009

Contact No: 079-26444597/98

E-mail ID:cs@gapollo.net

During the year under review the Company received 13 (Thirteen) Complaints. All the Complaints except 1 (one) were resolved to the satisfaction of the Shareholders by the Company and Company's Registrar and Share Transfer Agent. 2 (Two) complaints of the previous year which were resolved by the Company and necessary Action Taken Reports were filed with SEBI were cleared by SEBI authorities. The nature of the complaints is displayed as below:

Nature of Complaints	Received	Solved	Pending
Non-receipt of share certificates/Refund / Demat /Dividends	13	12	01
Stock Exchange	00	00	00
SEBI	00	00	00

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (CSR COMMITTEE):

The terms of reference of CSR Committee have been formulated in compliance with Section 135 of the Companies Act, 2013 and rules framed thereunder and as per the Listing Regulations. The Board of Directors at its meeting held on 30th May, 2016 re constituted the Corporate Social Responsibility Committee.

Terms of reference:

The terms of reference of CSR committee, inter alia consists of:

1. Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company
2. Recommend the amount of expenditure to be incurred on the various CSR activities

GUJARAT APOLLO INDUSTRIES LIMITED

3. Monitoring the CSR policies from time to time

The Composition & Attendance at the CSR Committee is as under:

Name of the Director	Designation	Category	No. of Meetings held	No. of Meetings Attended
Mr. Ugrabhai V. Patel [Till 30.05.2016]	Chairman	Independent Non- Executive Director	NIL	NIL
Mr. Navinchandra V. Shah [From 30.05.2016]	Chairman	Independent Non- Executive Director	4	4
Mr. Anand A. Patel	Member	Non-Executive Director	4	4
Mrs. Nayna A. Patel [from 30.05.2016]	Member	Non-Executive Director	3	3

During the year the committee held 4 (Four) meetings on 30.05.2016, 12.08.2016, 12.11.2016 and 09.02.2017.

RISK MANAGEMENT COMMITTEE:

The Board of Directors has overall responsibility for the establishment and oversight of Company's risk management. The terms of reference of Risk management Committee have been formulated in compliance with the Companies Act, 2013 and rules framed thereunder and as per the Listing Regulations.

Terms of reference:

The terms of reference of Risk Management committee, inter alia consists of:

1. Principles and objectives inter alia includes assisting the Board in overseeing the Company's risk management process and controls, risk tolerance, capital liquidity etc. and its periodic review to the Board.
2. Periodically review the risk assessment and minimization procedures to ensure that Executive management controls risk through means of properly defined framework.
3. Review major risks and proposed action plan.

The Composition & Attendance of the Risk Management Committee is as under:

Name of the Director	Designation	Category	No. of Meetings held	No. of Meetings Attended
Mr. Anilkumar T. Patel	Chairman	Non- Executive Director	4	3
Mr. Navinchandra V. Shah	Member	Independent Non- Executive Director	4	4
Mr. Anand A. Patel	Member	Non-Executive Director	4	4

During the year the committee held 4 (Four) meetings on 30.05.2016, 12.08.2016, 12.11.2016 and 09.02.2017

MEETING OF INDEPENDENT DIRECTORS:

Pursuant to Clause VII of Schedule IV of the Companies Act, 2013 read with Listing Regulations requires that the independent directors of the company shall hold at least one meeting in a year, without the attendance of non-independent directors and members of management. Accordingly, the Meeting was being held inter-alia, with a view to review the performance of non-independent directors and the Board as a whole, review the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors; and to assess the quality, quantity and timeliness of flow of information between the company management and the Board.

During the year the committee held once on 12.11.2016.

CODE OF CONDUCT:

The Company has adopted a code of conduct for its directors and designated senior management personnel. All the Board members and senior management personnel have agreed to follow compliance of code of conduct.

SCORES:

The Company has enrolled itself for SEBI Complaints Redress System (SCORES), a centralized web based complaints redress system with 24x7 access. It allows online lodging of complaints at anytime from anywhere. An Automated

email acknowledging the receipt of the complaint and allotting a unique complaint registration number is generated for future reference and tracking. The Company uploads an Action taken Report (ATR) so that the investor can view the status of the complaint online. All complaints are saved in the central database which generates relevant MIS reports to SEBI.

GENERAL BODY MEETING:

The location and time of the last three Annual General Meeting are as under:

AGM	Date	Time	Venue	No. of Special resolutions approved
27 th	23.09.2014	11.00 a.m.	Block No. 486, 487, 488, Mouje Dholasan, Taluka & District Mehsana - 382732	3 (Three) as listed below
28 th	26.09.2015	11.00 a.m.		—
29 th	28.09.2016	11.00 a.m.		1 (One) as listed below

No Extra Ordinary General Meeting held during the year.

Mention whether any special resolution passed last year through postal ballot

During the financial year 2016-17 no special resolution passed by way of Postal ballot. No special resolution is proposed to be passed at the ensuing Annual General Meeting by way of postal ballot.

Special Resolutions in 27th AGM:

In AGM held on September 23, 2014, 3 (Three) Special Resolutions were passed as listed below:

- Power to create charge on assets of the Company under Section 180 (1) (a) of the Companies Act, 2013
- Borrowing Limits under Section 180 (1) (c) of the Companies Act, 2013
- Transactions with Related parties under Section 188 of the Companies Act, 2013

Special Resolution in 29th AGM:

In AGM held on September 28, 2016, 1 (One) Special Resolution was passed as listed below:

- To Disinvest from German based wholly owned subsidiary, Apollo Maschinenbau, GmbH

DISCLOSURES:

- The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulations (2) of Regulations 46 of SEBI Listing Regulations
- The report on Corporate Governance of the Company for the financial year 2016-17 is in compliance with the requirements of Corporate Governance Regulation 34(3) read with Part C of Schedule V of SEBI Listing Regulations, 2015.
- Besides the transactions mentioned elsewhere in the Annual Report, there were no other materially significant related party transactions that may have potential conflict with the interests of the Company at large.
- There was no instance of Non Compliance of any matter related to the capital markets during the last three years.
- The Company ensures compliance of various statutory requirements by all its divisions and obtains quarterly reports in the form of certificate from the head of the divisions. These certificates are placed before the board on quarterly basis.

POLICIES

Vigil Mechanism/ Whistle Blower Policy:

The Company has in place a Whistle Blower Policy to deal with instances of fraud, unethical behavior, mismanagement. This would provide mechanism for Employees and other person dealing with the Company to report to the Chairman of the Audit Committee, of any instance of unethical behavior, actual or suspected fraud or violation of Company's code of conduct. No person has been denied access to the Audit Committee in this regard The Whistle Blower Policy of the Company has been disclosed on the website of the Company.

Related Party Transactions Policy:

There were no materially significant related party transactions except transaction(s) the details of which are disclosed in the explanatory statement annexed to the notice of the Annual General Meeting and will be placed before the shareholders for their approval by way of Ordinary Resolution. Related Party Transaction Policy has been formulated in order to regulate the transactions between Company and Related Parties. The Related Party Transaction Policy is available at the website of the Company and web link for the same is http://apollo.co.in/PDF/Policy_on_Related_Parties.pdf

GUJARAT APOLLO INDUSTRIES LIMITED

Policy for Preservation of Documents:

As required by Regulation 9 of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015, the Board of Directors has approved the Policy for Preservation of Documents Policy and the same is available at the website of the Company.

Policy for Determination of Materiality of Events and Information for Disclosure to the Stock Exchanges:

As required by Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors have approved the Policy for determining Material Information and is available at the website of the Company.

Policy for determining Material Subsidiaries:

The Company has formulated Policy for determining Material Subsidiaries and the same is available at the website of the Company and web link for the same is http://apollo.co.in/PDF/Policy_for_Determination_of_Material_Subsiary.pdf

MEANS OF COMMUNICATION:

During the year, quarterly, half yearly and yearly (unaudited) Financial Results of the Company were submitted to the Stock Exchanges immediately after the Board meeting approved the same and were published in the Economic Times - English and Gujarati Newspaper/s.

The Quarterly results are also updated on the Company's website www.apollo.co.in.

GENERAL SHAREHOLDERS' INFORMATION:

Financial Year	:	1 st April, 2017 to 31 st March, 2018.
Financial Calendar	:	
a) First Quarter Results	:	by 1 st September, 2017*
b) Second Quarter Results	:	by 14 th December, 2017
c) Third Quarter Results	:	by 14 th February, 2018
d) Fourth Quarter Results	:	by 30 th May, 2018

* Note: In order to facilitate the smooth transition during the first year of applicability of Indian Accounting Standards (Ind-AS), SEBI vide circular bearing no. CIR/CFD/FAC/62/2016 dated July 05, 2016 has provided relaxation of one month for submitting the financial results for first two quarters i.e. for the quarter ended on 30.06.2017 and 30.09.2017.

Annual General meeting for the year 2016-17

- Date : 29th September, 2017
- Time : 11.00 A.M.
- Venue : Block No. 486, 487, 488, Mouje Dholasan, Taluka & District Mehsana, Mehsana- 382732

Date of Book Closure : 23rd September, 2017 to 29th September, 2017 (Both Days inclusive)

Dividend Payment Date : The proposed dividend, if approved at the AGM, will be distributed within 30 days of its declaration.

Listing on stock exchange : BSE Limited

: National Stock Exchange of India Limited

Stock Code

- BSE Limited : 522217
- National Stock Exchange Limited : GUJAPOLLO

Listing Fees :

The Annual listing fees for the Financial Year 2016-17 has been paid to BSE and NSE, where shares of the Company are listed.

MARKET PRICE DATA:

The monthly movement of Equity Share prices on BSE during the year is summarized below:

(In `)

PERIOD	SHARE PRICE OF GAIL	
	HIGH	LOW
April, 2016	134.00	118.10
May, 2016	132.00	118.00
June, 2016	138.00	123.05
July, 2016	133.50	123.05
August, 2016	130.00	120.00
September, 2016	125.25	118.55
October, 2016	134.10	121.15
November, 2016	136.90	120.00
December, 2016	136.40	126.35
January, 2017	145.00	132.15
February, 2017	180.60	136.55
March, 2017	153.00	136.50

The monthly movement of Equity Share prices on NSE during the year is summarized below:

(In `)

PERIOD	SHARE PRICE OF GAIL	
	HIGH	LOW
April, 2016	132.00	118.05
May, 2016	134.00	119.15
June, 2016	139.95	121.10
July, 2016	133.75	122.15
August, 2016	130.00	120.00
September, 2016	125.00	114.20
October, 2016	135.70	121.10
November, 2016	137.75	121.70
December, 2016	138.45	127.50
January, 2017	145.00	132.00
February, 2017	179.75	135.50
March, 2017	153.35	137.10

GUJARAT APOLLO INDUSTRIES LIMITED

The monthly close price of the Company's scrip on the BSE and NSE as compared to the monthly close BSE Sensex and Nifty during the year is summarized below:

(In `)

PERIOD	SHARE CLOSE PRICE OF GAILCLOSE PRICE			
	BSE	NSE	S&P SENSEX	NIFTY 50
April, 2016	138.00	122.60	25606.62	7849.80
May, 2016	117.00	131.05	26667.96	8160.10
June, 2016	119.50	129.00	26999.72	8287.75
July, 2016	122.80	128.00	28051.86	8638.50
August, 2016	130.95	120.15	28452.17	8786.20
September, 2016	129.00	123.3	27865.96	8611.15
October, 2016	128.05	133.65	27930.21	8625.70
November, 2016	120.50	130.15	26652.81	8224.50
December, 2016	120.35	135.25	26626.46	8185.80
January, 2017	130.40	139.90	27655.96	8561.30
February, 2017	129.30	145.55	28743.32	8879.60
March, 2017	135.15	143.20	29620.50	9173.75

DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2017:

SHAREHOLDINGS	SHARE HOLDERS		TOTAL NO. OF SHARES	
	NUMBERS	% OF TOTAL	SHARES	% OF TOTAL
1- 500	6934	87.21	1086849	7.96
501- 1000	457	5.75	359456	2.63
1001 – 2000	234	2.94	343086	2.51
2001- 3000	97	1.22	245028	1.79
3001- 4000	42	0.53	147051	1.08
4001 – 5000	35	0.44	162777	1.19
5001- 10000	62	0.78	471498	3.45
10000 & above	90	1.13	10844255	79.39
TOTAL	7951	100.00	13660000	100.00

CATEGORIES OF SHAREHOLDERS AS ON 31ST MARCH, 2017:

Category	No. of Shares	% of Total Shares held
Promoters and persons acting in concert	8248197	60.38
Mutual Funds	0	0.00
Banks/FII's	3142	0.02
Foreign Nationals	505775	3.70
Bodies Corporate	1027624	7.52
Public	3875262	28.38
Total	13660000	100.00

REGISTRAR AND TRANSFER AGENTS:

As per the SEBI's circular dated 27.12.02 and upon the instructions of Stock Exchange, Mumbai, the Company has appointed a common agency on a single point for physical and demat registry work. For transfer lodgment, delivery and correspondence related to Shares, Members are requested to do correspondence with the Company's Registrar and Share Transfer Agents – M/s Link Intime India Private Limited quoting their folio no. at the address appearing herein below:

Link Intime India Private Limited

C-101, 247 Park,
L.B.S. Marg,
Vikhroli (W),
Mumbai – 400083,
Phone No. (022) 49186000,
Fax No. (022) 49186060
E-mail Address: rnt.helpdesk@linkintime.co.in

SHARE TRANSFER SYSTEM:

Shares lodged for transfer at the Registrar's address are processed in due time, if the documents are clear in all respects. Subsequent to Circular No. CIR/MIRSD/8/2012 dated: July 5, 2012, issued by SEBI, the Board has issued Power of Attorney to Registrar and Share Transfer Agent, M/s. Link Intime India Pvt. Ltd., to approve transfer of shares.

Outstanding GDRs/ ADRs/ Warrants or any other convertible instruments and likely impact on equity:

There were no outstanding GDRs/ADRs/ Warrants or any convertible instruments as at 31st March, 2017

Commodity Price Risk/ Foreign Exchange Risk and Hedging:

The Raw material for the Company is purchased in accordance with purchase guidelines of the Company. The overall prices of the raw material have been decreased and the Company purchases the same based on the existing orders. The Imports and exports are more or less neutral leading to minimum Foreign Exchange Risk. The Company does not undertake commodity hedging activities.

REPORT ON CORPORATE GOVERNANCE:

The Company regularly submits to the Stock Exchanges, within the prescribed period, quarterly reports on Corporate Governance. A Certificate from the Chartered Accountant on Corporate Governance is attached as annexure to the Report.

DEMATERIALISATION OF SHARES:

The Equity Shares of the Company are traded compulsorily in the dematerialized form. The Company has entered into an agreement with both National Securities Depository Ltd. (NSDL) and Central Depository Services Ltd. (CDSL), whereby the shareholders have options to dematerialized their shares with either of the depository.

As on 31st March, 2017, shares comprising 97.69% of the Company's total Equity Share Capital have been dematerialized, status of which is as follows.

ISIN No.: INE826C01016

Particulars	No. of shares	% of total capital	No. of shareholders
NSDL	9953664	72.87	4996
CDSL	3391108	24.83	2363
Physical	315228	2.31	592
GRAND TOTAL	13660000	100	7951

PLANT LOCATION:

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

GUJARAT APOLLO INDUSTRIES LIMITED

ADDRESS FOR CORRESPONDENCE:

The Company Secretary & Compliance Officer
Gujarat Apollo Industries Limited
"Parishram", 5-B, Rashmi Society,
Near Mithakhali Six Roads,
Navrangpura,
Ahmedabad- 380009
E-mail: cs@apollo.co.in / cs@gapollo.net

DECLARATION BY THE MANAGING DIRECTOR UNDER PART D OF SCHEDULE V OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 REGARDING ADHERENCE TO THE CODE OF CONDUCT:

In accordance with Part D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that, all the Directors and the Senior Management personnel of the Company have affirmed compliance with the Code of Business Conduct and Ethics for Board of Directors and Senior Management Personnel, as applicable to them, for the financial year ended 31st March, 2017.

For Gujarat Apollo Industries Limited
ASIT A. PATEL
Managing Director
[DIN: 00093332]

CEO/CFO CERTIFICATE

To,
The Board of Directors,
Gujarat Apollo Industries Ltd.
Block No. 486, 487, 488, Mouje Dholasan, Taluka & District Mehsana,
Gujarat-382732

We hereby certify that:

We have reviewed the financial statement and the cash flow statements for the year 2016-17 and that to the best of our knowledge and belief:

These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.

These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violant of the Company's Code of Conduct.

We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we hereby disclose to the auditors and the Audit Committee that there have been no deficiencies in the design or operation of internal controls, prevailing in the Company.

We hereby certify that:

There have been no significant changes in internal control during the year.

There have been no significant changes in accounting policies during the year and

No instances of fraud were observed in the Company by the management or an employee having a significant role in the Company's internal control system.

ASIT A. PATEL
Managing Director
[DIN:00093332]

Bharat Dave
Chief Financial Officer

AUDITOR'S CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To,
The Members of
Gujarat Apollo Industries Limited
Mehsana

We have examined the Compliance of conditions of Corporate Governance Report by Gujarat Apollo Industries Limited ("the Company") for the year ended 31st March, 2017 as stipulated in Para E of Schedule V read with Regulation 34(3) of Chapter IV of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, applicable for the accounting year ended on 31st March, 2017. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of certification.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the review of the procedures and implementations thereof, adopted by the Company for ensuring the Compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in SEBI Listing Regulations, 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency of effectiveness with which the management has conducted the affairs of the Company.

Date : **29th August, 2017**
Place : Ahmedabad

For, DJNV & Co.
FRN : 115145W
Chartered Accountants
CA Vasant Patel
Membership No. **044612**

GUJARAT APOLLO INDUSTRIES LIMITED

INDEPENDENT AUDITORS' REPORT

To,
The Members of
Gujarat Apollo Industries Limited

Report on the Standalone Financial Statements

1. We have audited the accompanying standalone Financial statements of **GUJARAT APOLLO INDUSTRIES LIMITED** ("the company"), which comprise of the Balance Sheet as at 31 March 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Financial Statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these standalone financial statements based on our audit.
4. We have taken into account the provisions of the Act and the rules made there under including the accounting standards and matters which are required to be included in the audit report.
5. We have conducted our audit in accordance with the Standards on Auditing issued by ICAI, as specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the standalone financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017, and its Profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

9. As required by the Companies (Auditor's Report) Order, 2016 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of

such checks of the books and records of the company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure A a statement on the matters specified in the paragraph 3 and 4 of the Order.

10. As required by Section 143 (3) of the Act, we report that:
- a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. the Balance sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. in our opinion, the aforesaid standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. on the basis of the written representations received from the Directors as on 31st March 2017 taken on record by the Board of Directors, none of the Director is disqualified as on 31st March 2017 from being appointed as a Director in terms of Section 164 (2) of the Act.
 - f. with respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in Annexure B; and
 - g. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in the aforesaid financial statements; refer note 29 to the Standalone Financial Statements;
 - ii. The company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There has been no delay in transferring amount, required to be transferred, to Investor Education and Protection Fund by the company.
 - iv. The company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period From 8 November, 2016 to 30 December, 2016 and these are in accordance with the books of accounts maintained by the Company, Refer Notes 36 to the standalone financial statements.

For, DJNV & Co.
Firm Registration Number: 115145W
Chartered Accountants

(Vasant Patel)
Partner
Membership No. 044612

Date : 30.05.2017
Place : Ahmedabad

GUJARAT APOLLO INDUSTRIES LIMITED

Annexure – A to Independent Auditors’ Report

The Annexure referred to in our report to the members of **GUJARAT APOLLO INDUSTRIES LIMITED** for the year ended on 31st March, 2017 we report that:

- (i)
 - a. In our opinion and according to the information and explanation given to us, the company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
 - b. In our opinion, the fixed assets have been physically verified by the management at reasonable intervals having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
 - c. According to information and explanations given by management, the title deed of immovable properties included in fixed assets are held in name of the company.
- (ii) As explained to us, inventories have been physically verified by the management at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable.
- (iii)
 - (a) The company has granted loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013, the granting of such loans is not prejudicial to the company interest.
 - (b) The principal and the interest amount are repayable on demand at the discretion of the company.
 - (c) In respect of the said loans there are no amounts which are overdue for more than ninety days.
- (iv) According to the information and explanation given to us, the company has complied with the provisions of Section 185 and 186 wherever applicable, in respect of loans, investments, guarantees and securities given by the company.
- (v) The company has not accepted any deposits from the public.
- (vi) The Central Government has prescribed maintenance of cost records under sub-section (1) of section 148 of the Companies Act and *prima facie* the prescribed cost records have been maintained. We have however not made a detailed examination of cost records with a view to determine whether they are accurate or complete.
- (vii)
 - a. According to the information and explanations given to us the company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employee’s state insurance, income tax, sales tax , service tax , duty of customs, duty of excise, value added tax, cess and other material statutory dues applicable to it. No undisputed amounts payable in respect of the aforesaid statutory dues were outstanding as at 31st March 2017, for a period of more than six months from the date they became payable.
 - b. According to the information and explanations given to us ,there are no dues which have not been deposited by the company on account of disputes except for the following:

Nature of Statute	Nature of Dispute	For the Year	Amount (`)	Authority
Central Sales Tax and Commercial Tax of Gujarat	Sales Tax	1997-1998	10.35 Lacs	Second Appellate (Hyderabad)
	Sales Tax	2005-2008	110.86 Lacs	Commissioner (Appeals)
	Sales Tax	2005-2006	47.45 Lacs	Joint Commissioner (Appeals)
	Sales Tax Sales Tax	2009-2010 2010-2011	34.29 Lacs 10.68 Lacs	Sales Tax Tribunal Joint Commissioner (Appeals)
Service Tax Act	Service Tax	2005 -2010	25.03 Lacs	Custom Excise & Service Tax (Appellate Tribunal)
TDS	TDS	2007-08 to 2012-13	13.74 Lacs	TDS CPC
Total			252.40 Lacs	

- (viii) In our opinion and according to the management, the company has not defaulted in repayment of dues to banks. The Company has neither issued any debentures nor availed any loan from institutions or government.

- (ix) The company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans. Accordingly the provision of Clause 3(ix) of the order is not applicable to the company.
- (x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud by the company or no fraud on the company by the officers and employees of the company has been noticed or reported during the year.
- (xi) According to the information and explanations given by the management, the managerial remunerations has been paid or provided in accordance with the requisite approvals mandate by the provisions of Section 197 read with Schedule V of the Act.
- (xii) In our Opinion, the company is not a Nidhi Company. Therefore, the provisions of paragraph 3, clause (xii) of the Order are not applicable to the company and hence not commented upon.
- (xiii) According to the information and explanations given by the management, transactions with related parties are in compliance with section 177 and 188 of the Act where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and overall examination of the balance sheet, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- (xv) According to the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him referred to in section 192 of the Act.
- (xvi) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the company.

For, DJNV & Co.
Firm Registration Number: 115145W
Chartered Accountants

Date : 30.05.2017
Place : Ahmedabad

(Vasant Patel)
Partner
Membership No. 044612

GUJARAT APOLLO INDUSTRIES LIMITED

Annexure – B to Independent Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

To the members of
GUJARAT APOLLO INDUSTRIES LIMITED

We have audited the internal financial controls over financial reporting of GUJARAT APOLLO INDUSTRIES LIMITED ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We have conducted our audit in accordance with the Guidance Note and the Standards on Auditing, both issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining and understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable details, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For, DJNV & Co.
Firm Registration Number: 115145W
Chartered Accountants

Date : 30.05.2017
Place : Ahmedabad

(Vasant Patel)
Partner
Membership No. 044612

GUJARAT APOLLO INDUSTRIES LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2017

Particulars	Note	As at 31.03.2017	As at 31.03.2016
EQUITY AND LIABILITY			
Shareholder's Funds			
Share Capital	2	136,600,000	136,600,000
Reserves & Surplus	3	2,466,124,241	2,356,162,743
Non Current Liabilities			
Deferred tax liabilities (Net)	4	(9,776,887)	27,310,007
Long Term Provisions	5	1,188,106	1,566,443
Current Liabilities			
Short-term Borrowings	6	391,959,236	1,092,506,128
Trade payables	7	85,122,277	69,160,911
Other current liabilities	8	39,503,105	121,554,137
Short-term provisions	9	2,600,614	43,704,744
		3,113,320,692	3,848,565,113
ASSETS			
Non-current assets			
Fixed Assets			
(a) Property, Plant and Equipments	10	405,630,273	437,018,483
(b) Intangible Assets	10	6,278,232	1,583,692
(c) Capital Work-in-Progress	10	-	208,345
(d) Intangible Assets under Development	10	-	-
Non-Current Investments	11	631,402,605	705,598,082
Long-Term Loans and Advances	12	7,567,971	47,082,377
Current Assets			
Current investments	13	370,608,210	928,926,773
Inventories	14	253,849,182	258,564,117
Trade receivables	15	84,626,010	94,725,515
Cash and bank balance	16	78,118,699	79,967,384
Short-Term Loans and Advances	17	1,273,602,766	1,293,316,644
Other Current Assets	18	1,636,744	1,573,701
		3,113,320,692	3,848,565,113
Significant Accounting Policies	1		
See accompanying Notes forming part of Financial Statements	2 to 37		

As per our report of even date attached

For, DJNV & Co.

Chartered Accountants

Firm Registration Number: 115145W

Vasant Patel

Partner

Membership No. 044612

Place : Ahmedabad

Date : 30.05.2017

Neha Chikani Shah

Company Secretary

Mem. No.A25420

Bharat Dave

Chief Financial Officer

**For and on behalf of Board of Directors
Gujarat Apollo Industries Limited**

Navinchandra V. Shah

Director

DIN : 03027647

Place : Ahmedabad

Date : 30.05.2017

Asit A. Patel

Managing Director

DIN : 00093332

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2017

Particulars	Note	Year ended 31.03.2017	Year ended 31.03.2016
Income			
Revenue from Operations	19	675,489,572	778,901,956
Other Income	20	322,845,324	152,434,305
Total Revenue		998,334,896	931,336,261
Expenses			
Cost of Material Consumed	21	478,698,562	559,601,366
Purchase of Stock in Trade		-	-
Changes in Inventories of Finished Goods, WIP & Stock in Trade	22	30,107,205	11,149
Employee Benefit Expenses	23	57,560,756	55,790,807
Other Expenses	25	271,197,517	235,019,740
Total Expenditure		837,564,040	850,423,062
Earning before Interest, Tax, Depreciation & Amortization		160,770,856	80,913,199
Finance Cost	24	59,077,104	99,734,872
Depreciation and Amortization Expenses	10	23,691,574	22,021,769
Profit before Tax		78,002,178	(40,843,442)
Tax Expense:			
- Current Tax		14,400,000	-
- Deferred Tax Liability / (Assets)		(24,153,343)	(4,169,338)
- MAT Entitlement Receivable		(12,933,551)	-
Profit for the period		100,689,072	(36,674,104)
Earning Per Share -			
Basic		7.37	(2.68)
Diluted		7.37	(2.47)
Significant Accounting Policies	1		
See accompanying Notes forming part of Financial Statements	2 to 37		

As per our report of even date attached

For, DJNV & Co.

Chartered Accountants

Firm Registration Number: 115145W

Vasant Patel

Partner

Membership No. 044612

Place : Ahmedabad

Date : 30.05.2017

Neha Chikani Shah

Company Secretary

Mem. No.A25420

Bharat Dave

Chief Financial Officer

**For and on behalf of Board of Directors
Gujarat Apollo Industries Limited**

Navinchandra V. Shah

Director

DIN : 03027647

Place : Ahmedabad

Date : 30.05.2017

Asit A. Patel

Managing Director

DIN : 00093332

GUJARAT APOLLO INDUSTRIES LIMITED

CASH FLOW STATEMENT AS AT 31ST MARCH, 2017

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
Cash Flow from Operating Activities:		
Profit before Taxation as per Profit & Loss Statement	78,002,178	(40,843,442)
Depreciation	23,691,574	22,021,769
Interest Cost	59,077,104	98,544,876
Loss or (Gain) on Sale of Fixed Assets	-	(11,125)
Interest Income	(123,374,348)	(130,748,185)
Loss or (Gain) on Sale of Investments	(223,395,262)	-
Reversal of Provision on Tax on Proposed Dividend	6,889,028	-
Diminution in Value of Investments	-	24,731,826
Operating Profit before Working Capital Changes	(179,109,726)	(26,304,281)
Increase/(Decrease) in Trade Payables	15,961,366	(10,424,182)
Increase/(Decrease) in Current Liabilities & Provisions	(82,431,242)	(15,315,417)
Decrease/(Increase) in Trade and Other Receivables	10,099,505	(13,092,018)
Decrease/(Increase) in Inventories	4,714,935	(12,865,333)
Decrease/(Increase) in Loans & Advances	59,228,285	170,207,557
Decrease/(Increase) in Other Assets	(63,043)	-
Cash generated from Operations	(171,599,921)	92,206,325
Income tax paid (net of refunds)	14,400,000	-
Net Cash Flow from Operating Activities - I	(185,999,921)	92,206,325
Cash Flow from Investing Activities:		
Purchase / Sale of tangible and intangible assets	3,210,442	(24,260,720)
Purchase / Sales of Investments	858,292,699	2,375,125
Interest Received	123,374,348	130,748,185
Net cash from / used in Investing Activities - II	984,877,489	108,862,590
Cash Flow from Financing Activities:		
Increase / (Decrease) in Short Term Borrowings	(700,546,892)	104,042,598
Increase/(Decrease) in Long Term Borrowings	-	(40,000,000)
Proceeds / (Buy Back) of Shares	-	(14,953,270)
Premium on Buy Back of Shares	-	(194,944,452)
Interest Paid	(59,077,104)	(98,544,876)
Dividend Paid and Tax there on	(41,102,257)	(45,645,826)
Net cash from / used in Financing Activities - III	(800,726,253)	(290,045,826)
Net increase / (decrease) in Cash & Cash Equivalents (I+II+III)	(1,848,685)	(88,976,912)
Cash & Cash Equivalent at the beginning of the Year	79,967,384	168,944,295
Cash & Cash Equivalent at the end of the Year	78,118,699	79,967,384

Significant Accounting Policies

1

See accompanying Notes forming part of Financial Statements 2 to 37

As per our report of even date attached

For, DJNV & Co.

Chartered Accountants

Firm Registration Number: 115145W

Vasant Patel

Partner

Membership No. 044612

Place : Ahmedabad

Date : 30.05.2017

Neha Chikani Shah

Company Secretary

Mem. No.A25420

Bharat Dave

Chief Financial Officer

**For and on behalf of Board of Directors
Gujarat Apollo Industries Limited**

Navinchandra V. Shah

Director

DIN : 03027647

Place : Ahmedabad

Date : 30.05.2017

Asit A. Patel

Managing Director

DIN : 00093332

Notes Forming Part of Financial Statements

Note 1 Significant Accounting Policies

Note 1.1 Convention and Basis of Preparation of Financial Statements

(a) Basis of Preparation of Financial Statement

These financial statements have been prepared on the accrual basis of accounting as per double entry system, under the historical cost convention. The mandatory applicable accounting standards in India and the provisions of companies Act, 2013 have been followed in preparation and presentation of these financial statements.

(b) Use of Estimates

The preparation of financial statements in conformity with Accounting Standards requires, the management to make judgments, estimates and assumptions that affects the reported amounts, at the end of the reporting period. Although these estimated are based on the management's best knowledge of current events and actions, uncertainty about the assumptions ad estimates could result in the outcome requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

Note 1.2 Property, Plant and Equipment

(a) Property, Plant and Equipment

Freehold land is carried at historical cost. All other items of Property, Plant and Equipments comprises purchase price, duties levies and any directly attributable cost of bringing the asset to its working conditions for the intended use. Borrowing costs related to the acquisition or construction of the qualifying fixed assets for the period up to completion of their acquisition or construction are included in the book value of the assets. All costs relating to up gradations/enhancements are generally charged off as revenue expenditure unless they bring significant additional benefits of lasting nature. Cenvat claimed on fixed assets is reduced from the cost of respective assets.

Gains or losses arising from de recognition of assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognized in the statement of profit & loss when the asset is derecognized.

(b) Intangible Assets

An intangible asset, where it is expected to provide future enduring benefits, is capitalized. Capitalization costs include license fees and costs of implementation / system integration services. The costs are capitalized in the year in which the relevant intangible asset is ready for use.

(c) Depreciation and Amortisation:

Depreciation is being provided on all Property Plant and Equipments on Straight Line Method as per the rate and in the manner prescribed in Schedule II to the Companies Act, 2013. Intangible assets are recognized when it is probable that the future economics benefits that are attributable to the assets will flow to enterprise and the cost of the assets measure reliably. The intangible assets are recorded at the consideration paid for the acquisition of such assets and are carried at the cost less accumulated and impairment loss if any.

(d) Impairment

An asset is treated as impaired when the carrying cost of the asset exceeds its recoverable value. An impairment loss is charged to statement of profit and loss in the year in which an asset is identified as impaired. A previously recognized impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment

Note 1.3 Revenue Recognition

Sales are recorded net of trade discount, rebates and include excise duty. Revenue from sale of products is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer. Incomes from services are recognized based on agreements/ arrangements with the concerned parties. Dividend income is

GUJARAT APOLLO INDUSTRIES LIMITED

recognized when the right to receive dividends is established. Interest income is recognized on the time proportion method.

Note 1.4 Inventory

Basis of Valuation

Inventories of raw materials and components, work-in-progress and stock-in-trade are valued at the lower of cost and net realizable value. Cost is ascertained on a moving weighted average. The costs of work-in-progress and finished goods is determined on full absorption cost basis.

Note 1.5 Investments

Investments are recognized and valued as per the the period of holding intended by management, further bifurcated as a current and non current. Current Investments are valued at cost and market value as on balance sheet date, which ever is low. Non current investments are valued at historical cost, unless and otherwise there is a significant diminution in the value of investment.

Note 1.6 Transactions in Foreign Currency

(a) Foreign Currency Transactions

Transaction in foreign currency are recorded at the exchange rate prevailing on the date of transaction, Exchange difference arising on account of difference between transaction date and settlement/period end date are recognized in the statement of profit and loss for the year. All monetary assets and liabilities in the foreign currency are translated at the year end rate of relevant currency.

(b) Forward exchange contracts

Company generally in the practice to take forward contract to cover its foreign exchange risk related to export and import obligation. All premium and discount are accounted in statement of profit and loss in the year it pertains.

Note 1.7 Employee Benefit

(a) Gratuity

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 to 30 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service. The Company makes annual contributions to gratuity fund maintained with Life Insurance Corporation of India. The Company accounts for the liability for gratuity benefits payable in future based on an independent actuarial valuation.

(b) Provident Fund

The eligible employees of the Company are entitled to receive benefits under the provident fund, a defined contribution plan, in which both employees and the company make monthly contribution at a specified percentage of the covered employees' salary. The contributions as specified under the law are paid to the provident fund and pension fund to respective Regional Provident Fund Commissioner and the Central Provident Fund under the State Pension Scheme.

(c) Compensated Absences

The company provides for the encashment of leave or leave with pay subject to certain rules. The employees are entitled to accumulated leave subject to certain limits, for future encashment. The liability is provided based on the number of days of unutilized leave at each balance sheet date. The Company makes contributions to leave encashment fund maintained with Life Insurance Corporation of India. The Company accounts for the liability for benefits payable in future based on an independent actuarial valuation.

Note 1.8 Provision for Taxation

Tax expenses comprises of current, and deferred tax. Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the Income Tax Act, 1961. The deferred tax for timing difference between the book and tax profits for the year is accounted for, using the tax rates and laws that

have been substantively enacted as of the Balance Sheet Date. Deferred tax assets arising from timing differences are recognized to the extent there is reasonable certainty that these would be realized in future. Deferred tax assets, in case of unabsorbed losses and unabsorbed depreciation, are recognized only if there is virtual certainty that such deferred tax asset can be realized against future taxable profits.

Deferred Tax Resulting from all timing difference between book profit and profit as per Income Tax Act 1961 is accounted for using the tax rates and laws that have been enacted or substantively enacted as of the balance sheet date. Deferred tax liability arising from timing difference are recognized to extent there is reasonable certainty that the assets can be realised in future. Deferred tax are reviewed at each balance sheet date for its realisability

Note 1.9 Provisions and Contingencies

Contingent Liabilities are possible but not probable obligation as on the Balance Sheet date, based on the available evidence. Department appeals, in respect of cases won by the Company, are also considered as Contingent Liabilities. Provisions are recognized when there is a present obligation as a result of past event; and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are determined based on best estimate required to settle the obligation at the Balance Sheet date.

Note 1.10 Borrowing Cost

Interest and other cost incurred in connection with the borrowings of the funds are charged to revenue on accrual basis except those borrowing costs which are directly attributable to the acquisition or construction of those fixed assets ,which necessarily take a substantial period of time to get ready to its intended use, such cost are capitalized with fixed assets.

Note 1.11 Dividend

The final dividend is recognized in the financial statements as and when declared in AGM and payment made.

GUJARAT APOLLO INDUSTRIES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2017

Particulars	As at 31.03.2017	As at 31.03.2016
2 Share Capital		
Authorised Share Capital		
20,000,000 Equity Shares of ₹ 10/- each (2,00,00,000)	200,000,000	200,000,000
Issued, Subscribed and Paid up Capital		
13,660,000 Equity Shares of ₹ 10/- each fully paid up (1,36,60,000)	136,600,000	136,600,000
Total Share Capital	136,600,000	136,600,000

Buy Back of Share

14,95,327 No. of Shares were bought back and extinguished during the year 2015-16

(a) Reconciliation of number of shares outstanding at beginning and end of the year

Equity Shares

Number of Shares Outstanding at the beginning of the year	13,660,000	15,155,327
Add: Issued during the year	-	-
Less: Buyback during the year	-	1,495,327
Number of Shares Outstanding at the end of the year	13,660,000	13,660,000

(b) Details of Shareholders holding more than 5% Equity Shares in the Company

Name of Shareholder	Percentage of Holding	Percentage of Holding
Asit A. Patel (HUF)	16.48%	16.48%
Anand A. Patel	7.75%	10.31%
Anilkumar T. Patel	-	5.01%

(c) Terms/rights attached to Equity Shares

The Company has only one class of shares referred to as equity shares having a par value ₹ 10/- per share. Each Holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian Rupee. Payment of dividend is also made in foreign currency to shareholders outside India. The Dividend proposed by the Board of Directors is Subject to the approval of the shareholders in the ensuing Annual General Meeting, except in the case of interim dividend.

As per the Companies Act 2013, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all the preferential amounts in the event of liquidation of the Company. The distribution will be in proportion to the number of equity shares held by the shareholders.

Particulars	As at 31.03.2017	As at 31.03.2016
3 Reserves & Surplus		
(a) Capital Redemption Reserve		
Opening Balance	29,150,000	14,196,730
Add: Addition During the Year	-	14,953,270
Less: Deduction During the Year	-	-
Closing Balance of Capital Redemption Reserve	29,150,000	29,150,000
(b) Foreign Currency Translation Reserve		
Opening Balance	(2,383,398)	(2,383,398)
Add: Addition During the Year	2,383,398	-
Less: Deduction during the Year	-	-
Closing Balance of Foreign Currency Translation Reserve	-	(2,383,398)
(c) General Reserve		
Opening Balance	1,594,969,624	1,804,867,346
Add: Addition During the Year	-	-
Less: Deduction during the Year	-	209,897,722
Closing Balance of General Reserve	1,594,969,624	1,594,969,624
(d) Surplus in Statement of Profit & Loss		
As per last Balance Sheet	734,426,517	812,202,878
Add: Net Profit / (Loss) after Tax	100,689,072	(36,674,104)
Amount available for appropriation	835,115,589	775,528,774
Add: Reversal of Provision on Tax on Proposed Dividend	6,889,028	-
Less: Appropriations		
- Dividend on Equity Shares		
Proposed final dividend	-	34,150,000
Income tax on dividend	-	6,952,257
- Transfer to General Reserve	-	-
Closing Balance of Surplus in Statement of Profit & Loss	842,004,617	734,426,517
Total Reserves & Surplus	2,466,124,241	2,356,162,743
4 Deferred Tax		
Deferred Tax Liability as the Beginning of the Year	27,310,007	31,479,345
Deferred Tax Liability for Current Year on Depreciation Diff.	(24,153,343)	(4,169,338)
MAT Entitlement Receivable	(12,933,551)	-
Total Deferred Tax	(9,776,887)	27,310,007
5 Long Term Provisions		
Provision for Employee Benefits	1,188,106	1,566,443
Total Long Term Provisions	1,188,106	1,566,443

GUJARAT APOLLO INDUSTRIES LIMITED

Particulars	As at 31.03.2017	As at 31.03.2016
6 Short Term Borrowings		
Secured Short Term Borrowings		
From Banks		
HDFC Bank		
(Secured against Mutual Funds)	339,210,065	968,928,445
(Secured against Term Deposits)	17,342,192	14,297,950
(Secured against Hypothication of Books Debts & Stocks)	17,088,744	77,106,653
Mehsana Urban Co-Operative Bank		
(Secured against Term Deposits)	18,318,235	32,173,080
Total Secured Short Term Borrowings	391,959,236	1,092,506,128
Total Short Term Borrowings	391,959,236	1,092,506,128
7 Trade Payables		
a. total outstanding dues of micro enterprises and small enterprises	-	-
b. total outstanding dues other than micro enterprises and small enterprises	85,122,277	69,160,911
Micro Small and Medium Enterprises Disclosures		
a. the principal amount and interest due thereon remaining unpaid at the end of accounting year	-	-
b. the amount of interest paid by the buyer in terms of the section 16 of the MSME Act alongwith the amount of the payment made to the supplier beyond the appointed day during accounting year	-	-
c. the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSME act 2006.	-	-
d. the amount of interest accrued and remaining unpaid at the end of accounting year	-	-
e. the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSME Act, 2006.	-	-
(Dues to related parties included in above refer note no 35)		
Total Trade Payables	85,122,277	69,160,911
8 Other Current Liability		
Advance from Customers	23,893,464	66,301,732
Balance Payable To Statutories Bodies	4,274,670	3,853,909
Interest Accrued But Not Due On Borrowings	-	449,753
Unclaimed Dividends Liabilities	3,495,633	3,949,987
Unpaid Liabilities	7,839,338	6,998,756
Current maturities of Long term Borrowings	-	40,000,000
Total Other Current Liability	39,503,105	121,554,137
9 Short Term Provisions		
Provision for Dividend & Dividend Tax	-	41,102,257
Provision for Employee Benefits	2,600,614	2,602,487
Total Short Term Provisions	2,600,614	43,704,744

10 Fixed Assets

ASSETS	GROSS BLOCK			ACCUMULATED DEPRECIATION				NET BLOCK		
	As On 01.04.16	Addition During the Year	Deduction During the Year	Total As On 31.03.17	Up to 31.03.16	Dep For the Year	Deduction During the Year	Total As On 31.03.17	As on 31.03.17	As On 31.03.16
(a) Property, Plant & Equipments										
1. Freehold Land	134,715,520	-	-	134,715,520	-	-	-	-	134,715,520	134,715,520
2. Office Premises	26,731,063	-	-	26,731,063	939,043	422,612	-	1,361,655	25,369,408	25,792,020
3. Factory Building	84,390,644	631,595	-	85,022,239	7,133,987	2,696,903	-	9,830,890	75,191,349	77,256,657
4. Plant & Machinery	248,424,667	78,219	18,663,610	229,839,276	75,155,300	15,650,414	9,527,416	81,278,298	148,560,978	173,269,367
5. Electrical Installations	4,074,794	103,313	-	4,178,107	573,170	405,299	-	978,469	3,199,638	3,501,624
6. Furniture & Fixtures	15,697,666	-	33,000	15,664,666	2,530,823	1,353,491	4,700	3,879,614	11,785,052	13,166,843
7. Office Equipments	10,516,240	283,798	40,000	10,760,038	6,327,744	1,221,233	11,022	7,537,954	3,222,084	4,188,496
8. Vehicles	10,764,386	-	3,309,205	7,455,181	5,636,430	917,218	2,684,711	3,868,937	3,586,244	5,127,956
Sub-Total (a)	535,314,980	1,096,925	22,045,815	514,366,090	98,296,497	22,667,170	12,227,849	108,735,817	405,630,273	437,018,483
(b) Intangible Assets										
9. Technical Knowhow	21,826,636	4,851,000	-	26,677,636	20,930,790	462,962	-	21,393,752	5,283,884	895,846
10. Capitalized Software	3,884,507	867,944	-	4,752,451	3,196,661	561,442	-	3,758,103	994,348	687,846
11. Goodwill on Consolidation AEML	-	-	-	-	-	-	-	-	-	-
Sub-Total (b)	25,711,143	5,718,944	-	31,430,087	24,127,451	1,024,404	-	25,151,855	6,278,232	1,583,692
Grand Total (a+b)	561,026,123	6,815,869	22,045,815	545,796,177	122,423,948	23,691,574	12,227,849	133,887,672	411,908,505	438,602,175
Previous Year	479,189,458	81,836,664	-	561,026,123	100,402,179	22,021,769	-	122,423,948	438,602,175	378,787,280

(c) Capital Work-in-Progress

(d) Intangible Assets under Development

- 208,345

- -

GUJARAT APOLLO INDUSTRIES LIMITED

Particulars	As at 31.03.2017	As at 31.03.2016
11 Non Current Investment*		
Investment in Subsidiaries		
- C.Y. 36,00,000 (P.Y. 36,00,000) Shares of ` 10/- Each fully paid in Apollo Earthmovers Limited.	312,563,000	312,563,000
- Investment in Apollo Maschinenbau GmbH (Refer Note No. 32)	-	74,195,477
- C.Y. 49,994 (P.Y. 49,994) Shares of ` 10/- Each fully paid in Apollo FBC Crushing Equipments Limited	499,940	499,940
Total of Investment in Subsidiaries:	313,062,940	387,258,417
Investment in Associates		
- C.Y. 63,10,216 (P.Y. 63,10,216) Shares of ` 10/- Each fully paid in Credo Mineral Industries Limited	304,339,665	304,339,665
Other Investments:		
- C.Y. 14,00,000 (P.Y. 14,00,000) Shares of ` 10/- Each fully paid in Apollo Agro Industries Limited	14,000,000	14,000,000
Total Non-Current Investments	631,402,605	705,598,082
12 Long Term Loans and Advances		
Unsecured Considered Good		
Capital Advances	4,750,000	44,000,000
Security Deposit	2,817,971	3,082,377
Total Unsecured and Considered Good	7,567,971	47,082,377
Total Long-Term Loans and Advances	7,567,971	47,082,377
13 Current Investment*		
Quoted Investments - In Mutual Funds		
C.Y. 5,389 P.Y. 19,64,379 ICICI Prudential Income Fund	205,762	75,000,000
C.Y. Nil P.Y. 21,64,402 Kotak Bond Sch Plan A-G 2131083/21 IIFL	-	75,000,000
C.Y. 75,70,595 P.Y. 75,70,595 L&T Opportunity Fund - 2412261/96	100,000,000	100,000,000
C.Y. 91,73,342 P.Y. 91,73,342 L&T Triple Ace Fund - IIFL	112,720,199	112,720,199
C.Y. 25,94,037 P.Y. Nil Piramal Mutual Fund	20,923,564	27,500,000
C.Y. Nil P.Y. 8,85,496 Birla Sun Life Inc. Plus - Gr - R-K01579	-	50,000,000
C.Y. 59,24,742 P.Y. 60,42,442 ICICI Prudential Income Opportunity Fund	98,052,112	100,000,000
C.Y. Nil P.Y. 69,57,877 IDFC Dyn.Bond Fund-Gr.-Reg-1457548/19	-	100,000,000
C.Y. Nil P.Y. 14,03,079 Kotak Bond Scheme Plan A Gr	-	50,000,000
C.Y. 31,50,000 P.Y. 31,50,000 L&T Trip. Ace B.F.-Bonus-2413848/88	38,706,573	38,706,574
C.Y. Nil P.Y. 66,46,682 SBI Dyn.Bond Fund-Re-Gr-Kotak-13721706	-	100,000,000
C.Y. Nil P.Y. 58,72,094 Sundaram Flex Fund-Fix Inc-SBBNAD499139	-	100,000,000
Total Quoted Investment - In Mutual Funds	370,608,210	928,926,773
Total Current Investments	370,608,210	928,926,773
Aggregate Market Value of Total Current Investment is ` 49,61,25,411/- (Previous Year ` 1,12,97,69,071)		
14 Inventories		
Raw Materials and bought out Spares	127,360,191	103,045,235
Stores and Tools Inventory	4,669,768	3,592,455
Semi Finished Inventory	108,028,090	138,948,759
Finished Goods Inventory	13,791,133	12,977,668
Total Inventories	253,849,182	258,564,117

* Current Year (C.Y.) Previous Year (P.Y.)

Particulars	As at 31.03.2017	As at 31.03.2016
15 Trade Receivables		
(a) Outstanding for period exceeding 6 months		
Considered Good	43,547,007	60,624,478
Considered Doubtful	2,072,912	10,176,418
Less : Provisions for Doubtful Debts in Erstwhile Subsidiary	2,072,912	2,544,105
Sub-Total	43,547,007	68,256,791
(b) Others		
Considered Good	41,079,003	26,468,724
Considered Doubtful	-	-
Sub-Total	41,079,003	26,468,724
Total Trade Receivables	84,626,010	94,725,515
16 Cash & Bank Balance		
A. Cash & Cash Equivalents		
a. Balance with Banks :		
- Current Account	892,780	2,328,199
- Bank Deposit with less than 3 months of Maturity	-	-
b. Cash on Hand	132,183	113,141
c. Investments in Liquid Funds	-	-
d. Others	-	-
Sub-Total	1,024,962	2,441,340
B. Other Bank Balance		
(a) Margin Money Deposit	3,798,104	3,776,057
(b) Unclaimed Dividends bank a/c	3,495,633	3,949,987
(c) Bank Deposit with more than 3 months maturity	69,800,000	69,800,000
Sub-Total	77,093,737	77,526,044
Total Cash & Bank Balance	78,118,699	79,967,384
17 Short Term Loans and Advances		
Unsecured and Considered Good		
Advance Income Tax (Net of Provision)	19,151,117	68,964,747
Advance Recoverable in Cash or Kind	59,499,212	66,794,331
Balance with Statutory Bodies	40,851,092	39,982,955
Inter Corporate Deposits	1,152,723,728	1,076,090,812
Prepaid Expenses	1,377,616	264,994
Sub-Total	1,273,602,766	1,252,097,839
Unsecured & Considered Doubtful		
Inter Corporate Deposits	41,218,805	41,218,805
Less : Provision for Amount written off in Erstwhile Subsidiary	41,218,805	-
Sub-Total	-	41,218,805
Total Short Term Loans and Advances	1,273,602,766	1,293,316,644
18 Other Current Assets		
Deposit in Sardar Sarovar Narmada Nigam Limited	1,316,000	1,316,000
Interest Accrued on Investment/ Loans/ Advance	320,744	257,701
Total Other Current Assets	1,636,744	1,573,701

GUJARAT APOLLO INDUSTRIES LIMITED

Particulars	As at 31.03.2017	As at 31.03.2016
19 Revenue from Operations		
Sales of Construction Equipment, Maintenance Machineries & Spares	728,558,807	848,685,907
Sale of Services	632,912	175,898
Duty Draw Back	836,617	4,602
Solar Project Income	24,392,825	24,177,643
Gross Income	754,421,161	873,044,050
Less: Excise Duty and Service Tax Paid	78,931,589	94,142,094
Total Revenue from Operations	675,489,572	778,901,956
20 Other Income		
Interest Income	123,374,348	130,748,185
Miscellaneous/ Other Income	38,251,228	7,572,452
Net Gain/ (Loss) on Foreign Currency Translation	965,737	73,806
Profit/ (Loss) on Sale of Assets	-	11,125
Profit/ (Loss) on Sale of Investments	160,254,011	-
Bad Debts Recovered (Net)	-	14,028,737
Total Other Income	322,845,324	152,434,305
21 Cost of Material Consumed		
Raw Material Consumed		
Opening Stock of Raw Material	103,045,236	92,674,623
Add: Purchases	503,013,517	569,971,979
	606,058,753	662,646,602
Less: Closing Stock of Raw Material	127,360,191	103,045,236
Total Cost of Material Consumed	478,698,562	559,601,366
22 Changes in Inventories of Finished Goods, Work in Progress and Stock in Trade		
Opening Balance of		
Semi Finished Goods	138,948,759	140,242,762
Finished Goods	12,977,669	11,694,814
Sub-Total	151,926,428	151,937,577
Closing Balance of		
Semi Finished Goods	108,028,090	138,948,759
Finished Goods	13,791,133	12,977,669
Sub-Total	121,819,223	151,926,428
Changes in Inventories of Finished Goods, Work in Progress and Stock in Trade	30,107,205	11,149
23 Employee Benefit Expenses		
Bonus and Gratuity	3,758,290	4,192,730
Contribution To Provident and Other Funds	2,895,809	2,951,050
Salaries and Wages	44,636,160	42,785,512
Staff Welfare Expenses	6,270,497	5,861,515
Total Employee Benefit Expenses	57,560,756	55,790,807

Particulars	As at 31.03.2017	As at 31.03.2016
24 Finance Cost		
Interest	58,621,006	98,544,876
Other Borrowing Cost	456,098	1,189,995
Total Finance Cost	59,077,104	99,734,872
25 Other Expenses		
Advertisement and Sales Promotion	1,733,620	5,685,611
Amount Written Off in Foreign Subsidiary	41,218,805	-
Bad Debts Written Off	3,688,370	-
Bad & Doubtful Debts w/off [Provision]	2,072,912	2,544,105
Commission on Sales	395,688	12,500
Corporate Social Responsibility Expenses	-	3,333,000
Diminution in Value of Investment	-	24,731,826
Discount & Miscellaneous Expenses	28,396,204	89,799,797
Donation	500,000	-
Erection and After Sales Services	792,672	3,968,878
Factory Expenses	1,903,453	1,112,062
Freight Outward	6,387,115	1,077,490
Labour Charges	42,253,077	40,254,345
Loss on Sale of Assets (Net)	5,131,180	-
Loss on Sale of Investment in Foreign Subsidiary	63,141,251	-
Office & Administrative Expenses (Including Director's Sitting Fees ` 72,500/- (Previous Year ` 87,500/-)	4,531,822	3,636,672
Postage, Telephone and Telex Expenses	1,410,162	1,498,570
Power and Fuel	4,763,867	4,739,676
Professional Charges	14,415,106	21,538,761
Remuneration to Auditors		
- For Audit Fees	400,000	400,000
- For Other Services	150,000	150,000
Rent, Rates and Taxes	5,452,693	5,886,532
Repairs to Plant & Machinery	1,243,553	1,235,550
Royalty Expenses	13,437,625	-
Stationery & Printing Expenses	433,743	502,799
Stores and Tools Consumed	16,481,842	12,148,395
Transportation, Carriage and Octroi (Inward)	2,373,758	1,986,950
Travelling & Conveyance	5,934,721	6,456,295
Vehicle Running and Maintenance	2,554,278	2,319,928
Total Other Expenses	271,197,517	235,019,740
26 Earnings in Foreign Exchange		
A. Export of Goods		
(i) Direct on FOB Basis	66,863,282	3,445,658
(ii) Deemed Exports	-	-
B. Export of Services	-	-
27 Value of Imports on CIF Basis		
Raw Material & Components	13,263,571	10,939,141

GUJARAT APOLLO INDUSTRIES LIMITED

Particulars	As at 31.03.2017	As at 31.03.2016
28 Expenditure in Foreign Currency		
Professional & Consultancy Services	186,568	2,943,566
Travelling & Others	3,611,159	1,956,178
29 Contingent Liabilities		
I. In respect of Sales Tax, Excise and Service Tax Demand	25,240,616	26,155,256
II. In respect of Guarantee given to a customer	14,791,623	12,545,206
30 Segment Reporting		
(i) The Company has primarily business segment "Construction Equipments and Maintenance Machineries" The companys operation are solely situated in India.		
(ii) The Secondary segment is based on Geographical demarcation i.e India and rest of the world.		
Information about secondary segment are as follows :		
Description		
Export Sales	66,546,962	3,551,372
Domestic Sales	608,942,610	775,350,584
Total	675,489,572	778,901,956

31 Details of Raw Material Consumed

Particulars	31.03.2017		31.03.2016	
	%	Amount	%	Amount
Imported	3%	12,506,319	2%	12,417,434
Indigenous	97%	466,192,243	98%	547,183,932
Total	100.00%	478,698,562	100.00%	559,601,366

32 Investment in Foreign Subsidiary

During the year the company has sold its investments in 100% Foreign Subsidiary (Apollo Maschinenbau GmbH), Germany) As per guidelines of Reserve Bank of India (RBI), if any outstanding amount due on account of loan or receivable from the subsidiary whose stake is sold then application is to be made seeking permission for write off from RBI. The company has made application to respective authority and final approval is awaited

33 Disclosure under Micro , Small and Medium Enterprises Development Act 2006.

No Amount is payable to suppliers registered under Micro, Small and Medium Enterprise Development Act 2006. No interest has been paid / payable by the company during the year to this suppliers covered under the Micro, Small and Medium Enterprise Development Act, 2006. The above information takes into account only those suppliers who have responded to enquiries made by the company for this purpose.

34 Disclosures as per AS 15

The disclosures as per the notified AS-15 under companies (Accounting Standard) Rules, 2006 on "Employees Benefits" are as follows.

The Company has a defined benefit Gratuity Plan. Every employees who has completed 5 year or more of services gets a gratuity on departure at 15 days salary (taking last drawn as a base) for each completed year of service. The scheme is funded with Life Insurance Corporation of India in the form of a qualifying insurance policy. The future contribution payable by the company under the gratuity scheme is currently not ascertainable.

Details of Provision Particulars	Gratuity		Leave Encashment	
	2016-17	2015-16	2016-17	2015-16
I Net asset / (liability) recognized in the balance sheet				
1. Defined Benefit obligation	10,433,749	7,370,187	2,494,167	2,017,785
2. Fair Value of Plan Assets	9,368,323	7,450,770	2,246,743	1,977,415
3. Plan (Assets) Liabilities	1,065,426	(80,583)	247,424	40,370
II Expenses recognized in the Statement of Profit & Loss				
1. Current Service Cost	959,769	863,857	644,019	624,565
2. Interest Cost on Benefit Obligation	596,248	480,997	163,239	126,505
3. Net Actuarial (Gain)/Loss recognised in the year	2,209,649	28,915	(121,293)	4,604,953
4. Expected Return on Plan Assets	(602,767)	(413,110)	(159,973)	(376,726)
5. Net Benefit Expenses	3,162,899	960,659	525,992	4,979,297
III Change in Present Value of Defined Benefit obligation				
1. Op. Present Value of Obligation	7,370,187	6,019,991	2,017,785	1,583,295
2. Current Service Cost	959,769	863,857	644,019	624,565
3. Interest Cost	596,248	480,997	163,239	126,505
4. Actuarial (Gain)/Loss on Obligation due to experience	1,834,138	201,065	(304,937)	4,649,555
5. Liability Transferred In (Out) / Acquisitions (Divestments)	(296,532)	-	(154,151)	-
6. Benefit Paid	(615,899)	(154,814)	(46,394)	(4,947,748)
7. Actuarial (Gain) / Loss due to change in financial Assumptions	585,838	(40,909)	174,606	(18,387)
8. Closing Defined Benefit Obligation	10,433,749	7,370,187	2,494,167	2,017,785
IV Change in fair Value of Plan Assets				
1. Op. fair Value of Plan Assets	7,450,770	5,170,344	1,977,415	4,714,967
2. Expected Return of Plan Assets	602,767	413,110	159,973	376,726
3. Contribution by Employer	1,904,990	1,890,889	164,787	1,807,255
4. Assets Transferred In (Out) / Acquisitions (Divestments)	(184,632)	-	-	-
5. Benefit Paid	(615,899)	(154,814)	(46,394)	(4,947,748)
6. Actuarial (Gain) / Loss on Plan Assets	210,327	131,241	(9,038)	26,215
7. Closing Fair Value of Plan Assets	9,368,323	7,450,770	2,246,743	1,977,415
V. The Major categories of plan assets as a percentage of fair value of total plan assets are as follows:				
Assumptions:				
Expected Rate of Return on Plan Assets	7.27%		8.09%	
Discount Rate	7.27%		8.09%	
Salary Escalation	7.00%		7.00%	
Employee Turnover	2.00%		2.00%	

35 Related Party Disclosures

A. List of Related Parties with whom Transactions have taken place during the year

(i) Name of the Related Parties	Short Name	Nature of the Relationship
(a) Apollo Industries & Projects Limited	AIPL	Associate
(b) Apollo Earthmovers Limited	AEML	Subsidiary
(c) Apollo Maschinenbau GmbH, Germany	AMG	Subsidiary
(d) Ammann Apollo India Pvt Ltd	AAIPL	Associate
(e) Apollo FBC Chrusing Equipments Limited	FBC	Subsidiary
(f) Credo Mineral Industries Limited	CMI	Associate
(g) HMS Construction Pvt Ltd	HMS	Associate
(ii) Key Managerial Personnel	Short Name	Nature of the Relationship
(a) Mr. Asit A. Patel	KMP	Managing Director
(b) Mr. Anand A. Patel	KMP	Director
(c) Mr. Anil T. Patel	KMP	Director
(d) Mr. Manibhai V. Patel	KMP	Director

GUJARAT APOLLO INDUSTRIES LIMITED

Transaction with related parties

Particulars	AIPL	AEML	AMG	AAIPL	KMP	FBC	CMI	HMS
Sales Service & Other Income	-	-	-	551,124,224	-	-	572,906	-
	-	-	-	645,257,402	-	-	16,224,513	5,203
Purchase of Raw Material & Component & Services	-	72,993	-	30,840	-	-	-	-
Interest and Other Expenditure	-	3,000,000	74,195,477	-	-	-	-	-
	-	3,000,000	-	-	-	-	-	-
Intercorporate Deposits Given / (Returned)	138,600,000	1,432,753	-	-	-	1,245,591	-	-
	162,500,000	(208,366)	-	(55,686)	-	3,623,593	36,500,000	-
Intercorporate Deposits (Taken) / Repaid	76,000,000	1,432,753	-	-	-	-	11,955,951	-
	554,300,000	87,366	-	55,686	-	-	26,500,000	-
Interest Income	78,001,369	-	-	-	-	-	-	-
	91,141,572	-	-	-	-	-	2,173,279	-
Salary, Commission on Profit	-	-	-	-	159,381	-	-	-
	-	-	-	-	308,668	-	-	-
Purchase of Capital Assets	-	-	-	-	-	5,578,650	-	-
	-	-	-	-	-	-	-	-
Purchase and Sale of Shares	-	-	-	-	-	-	-	-
	8,500,000	-	-	-	-	-	121,618,665	-
Outstanding Balance as on 31st March 2016								
Due to Company	-	-	2,072,912	14,383,009	-	-	17,250	-
	-	-	-	54,527,809	-	-	-	-
Payable by Company	-	-	-	223,474	-	-	-	-
	-	-	-	2,243,159	-	-	-	-
Intercorporate Deposits (Receivable) / Payable	(894,770,195)	-	(41,218,805)	-	-	(1,196,588)	-	-
	(761,968,963)	-	(41,218,805)	-	-	(5,529,647)	(11,955,951)	-

36 DETAILS OF SPECIFIED BANK NOTES (SBN) Pursuant to Schedule III of the Companies Act, 2013

Particulars	SBNs*	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	71,500.00	16,010.00	87,510.00
(+) Permitted receipts	-	412,076.00	412,076.00
(-) Permitted payments	-	326,212.00	326,212.00
(-) Amount deposited in banks	71,500.00	-	71,500.00
Closing cash in hand as on 30.12.2016	-	101,874.00	101,874.00

37 DIVIDEND

The Board of directors Recommends dividend of Rs. 2.5 per fully paid equity share to be approved in AGM

As per our report of even date attached

For, DJNV & Co.

Chartered Accountants

Firm Registration Number: 115145W

Vasant Patel

Partner

Membership No. 044612

Place : Ahmedabad

Date : 30.05.2017

Neha Chikani Shah

Company Secretary

Mem. No. A25420

Bharat Dave

Chief Financial Officer

For and on behalf of Board of Directors

Gujarat Apollo Industries Limited

Navinchandra V. Shah

Director

DIN : 03027647

Place : Ahmedabad

Date : 30.05.2017

Asit A. Patel

Managing Director

DIN : 00093332

INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

To,
The **Members of**
Gujarat Apollo Industries Limited

Report on the Consolidated Financial Statements

1. We have audited the accompanying consolidated financial statements of Gujarat Apollo Industries Limited ("the Holding Company") and its subsidiary (collectively referred to as "the Company" or "the Group"), its associates comprising of the consolidated balance sheet as at 31 March 2017, the consolidated statement of profit and loss, consolidated cash flow statement for the year then ended and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

2. The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Rule 7 of the Companies (Accounts) Rules, 2014. The Board of Directors of the group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the consolidated financial statements based on our audit.
4. we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report.
5. We have conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.
7. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred in other matters below is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the group, as at 31st March 2017 and their consolidated profits and their consolidated cash flows for the year ended on that date.

GUJARAT APOLLO INDUSTRIES LIMITED

Report on Other Legal and Regulatory Requirements

9. As required by sub-section 3 of Section 143 of the Act, we report, to the extent applicable, that:
- (a) We / the other auditors whose reports we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors.
 - (c) The consolidated balance sheet, the consolidated statement of profit and loss, and the consolidated cash flow statement dealt with this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2017 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditors of its subsidiary companies, associate companies incorporated in India, none of the Directors of the Group companies incorporated in India is disqualified as on 31 March 2017 from being appointed as a Director of that company in terms of sub-section 2 of Section 164 of the Act.
 - (f) With respect to the adequacy and operating effectiveness of internal financial controls over financial reporting of the holding company and its subsidiary companies, associate companies incorporated in India refer to our separate report in "**Annexure A**"; and
 - (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its consolidated financial statements; refer note no 26 to the consolidated financial statements.
 - ii. In our opinion and as per the information and explanation provided to us the Company has not entered into any long-term contracts including derivatives contract, requiring provision under applicable laws or accounting standards, for material foreseeable losses.
 - iii. There has been no delay in transferring amount, required to be transferred, to Investor Education and Protection Fund by the company.
 - iv. The Holding and its subsidiary companies has provided requisite disclosures in their respective standalone financial statements as to holdings as well as dealings in Specified Bank Notes during the period From 8 November, 2016 to 30 December, 2016 and these are in accordance with the books of accounts maintained by the Company

Other Matters

The accompanying consolidated financial statements include total assets of Rs 23128.10 lacs as at March 31, 2017 and total revenues of Rs 2336.51 lacs for year ended on that date, in respect to two subsidiary companies incorporated in India namely Apollo Earthmovers Limited (Included in the consolidated figures are unaudited figures of associates) and Apollo FBC Crushing Equipments Limited, which have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. The Consolidated financial statements also include the Company's share of net profit of Rs 37.32 Lacs for the year ended March 31, 2017, in respect of associates whose financial statements are unaudited which have been furnished to us by the management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associates, and our report in terms of sub section (3) and (11) of section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and associates, is based solely on the reports of such other auditors.

Our opinion on the consolidated financial statements and our report on other Legal and Regulatory requirements above, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the management.

For, DJNV & Co.
Firm Registration Number: 115145W
Chartered Accountants

Date : 30.05.2017
Place : Ahmedabad

(Vasant Patel)
Partner
Membership No. 044612

Annexure – A to Independent Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Gujarat Apollo Industries Limited ("the holding Company"), its subsidiary companies and its associates as of March 31, 2017 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection off frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We have conducted our audit in accordance with the Guidance Note and the Standards on Auditing, both issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining and understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidences obtained by the other auditors in terms of their reports referred in other matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable details,

GUJARAT APOLLO INDUSTRIES LIMITED

accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company, its subsidiary companies, its associates companies which are incorporated in India, have maintained in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the holding company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our report under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting of the holding company, in so far as it relates to these two subsidiaries and the associate company, which are companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiary and associate companies incorporated in India.

We also have audited, in accordance with the standards on Auditing issued by the institute of Chartered Accountants of India as specified under section 143(10) of the Act, the consolidated financial statements of the holding company which comprises of Consolidated Balance Sheet as at March 31, 2017 and the Consolidated statement of profit and loss and Consolidated Cash Flow statement for the year then ended , and summary of significant accounting policies and other explanatory information and our report dated May 30, 2017 expressed and unqualified opinion.

For, DJNV & Co.
Firm Registration Number: 115145W
Chartered Accountants

Date : 30.05.2017
Place : Ahmedabad

(Vasant Patel)
Partner
Membership No. 044612

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2017

Particulars	Note	As at 31.03.2017	As at 31.03.2016
EQUITY AND LIABILITY			
- Shareholder's Funds			
Share Capital	2	136,600,000	136,600,000
Reserves & Surplus	3	4,512,687,888	4,130,075,692
- Minority Interest		-	-
- Non Current Liabilities			
Long Term Borrowings	4	-	14,819,340
Deferred Tax Liabilities (Net)	5	(9,769,229)	27,414,165
Other Long Term Liabilities		-	-
Long Term Provisions	6	7,069,461	1,566,443
- Current Liabilities			
Short-term Borrowings	7	391,959,236	1,113,378,133
Trade payables	8	85,201,027	58,889,820
Other Current Liabilities	9	40,260,739	127,110,197
Short-Term Provisions	10	2,848,526	43,704,744
		<u>5,166,857,648</u>	<u>5,653,558,534</u>
ASSETS			
- Non-current assets			
Fixed Assets			
(a) Property, Plant and Equipments	11	445,924,431	523,309,212
(b) Intangible Assets	11	20,651,813	24,931,942
(c) Capital Work-in-Progress	11	-	208,345
(d) Intangible Assets Under Development	11	-	-
Non-Current Investments	12	2,105,073,899	1,935,323,716
Deferred Tax Assets (Net)	5	-	-
Long-Term Loans and Advances	13	283,061,580	294,720,381
Other Non-Current Assets		-	-
- Current Assets			
Current investments	14	370,608,210	928,926,773
Inventories	15	264,753,963	282,898,607
Trade Receivables	16	91,497,023	95,344,077
Cash and Cash Equivalents	17	302,863,079	251,686,753
Short-Term Loans and Advances	18	1,280,367,589	1,314,635,026
Other Current Assets	19	2,056,062	1,573,701
		<u>5,166,857,648</u>	<u>5,653,558,534</u>
Significant Accounting Policies	1		
See accompanying Notes forming part of Financial Statements	2 To 32		

As per our report of even date attached

For, DJNV & Co.

Chartered Accountants

Firm Registration Number: 115145W

Vasant Patel

Partner

Membership No. 044612

Place : Ahmedabad

Date : 30.05.2017

Neha Chikani Shah

Company Secretary

Mem. No. A25420

Bharat Dave

Chief Financial Officer

For and on behalf of Board of Directors

Gujarat Apollo Industries Limited

Navinchandra V. Shah

Director

DIN : 03027647

Place : Ahmedabad

Date : 30.05.2017

Asit A. Patel

Managing Director

DIN : 00093332

GUJARAT APOLLO INDUSTRIES LIMITED

STATEMENT OF CONSOLIDATED PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2017

Particulars	Note	Year ended 31.03.2017	Year ended 31.03.2016
Income			
- Revenue from Operations	20	675,694,770	815,855,691
- Other Income	21	427,993,117	281,909,458
Total Revenue		1,103,687,887	1,097,765,149
Expenses			
- Cost of Material Consumed	22	478,863,261	582,767,768
- Purchase of Stock in Trade		-	-
- Changes in Inventories of Finished Goods, WIP & Stock in Trade	23	32,797,649	10,987,300
- Employee Benefit Expenses	24	62,929,219	75,028,445
- Other Expenses	26	282,181,488	267,080,613
Total Expenditure		856,771,617	935,864,126
Profit before Interest, Tax, Depreciation & Amortization		246,916,270	161,901,023
- Finance Cost	25	59,568,418	103,026,789
- Depreciation and Amortization Expenses	11	31,042,996	33,047,381
Profit before Tax		156,304,856	25,826,854
Tax Expense:			
- Current Tax		28,396,411	7,624,000
- Deferred Tax Liability / (Assets)		(24,249,843)	(14,874,867)
- MAT Entitlement Receivable		(12,933,551)	-
Profit/(Loss) from Associate Concerns		169,750,183	157,891,012
Profit for the period		334,842,022	190,968,733
Earning Per Share -			
Basic		24.51	13.98
Diluted		24.51	12.87
Significant Accounting Policies	1		
See accompanying Notes forming part of Financial Statements	2 to 32		

As per our report of even date attached

For, DJNV & Co.

Chartered Accountants

Firm Registration Number: 115145W

Vasant Patel

Partner

Membership No. 044612

Place : Ahmedabad

Date : 30.05.2017

Neha Chikani Shah

Company Secretary

Mem. No. A25420

Bharat Dave

Chief Financial Officer

**For and on behalf of Board of Directors
Gujarat Apollo Industries Limited**

Navinchandra V. Shah

Director

DIN : 03027647

Place : Ahmedabad

Date : 30.05.2017

Asit A. Patel

Managing Director

DIN : 00093332

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
I Cash Flow from Operating Activities:		
Profit before Taxation as per Profit & Loss Statement	326,055,039	25,826,854
Depreciation	31,042,996	33,047,381
Interest Cost	58,737,322	101,068,745
Loss or (Gain) on Sale of Fixed Assets	-	8,804,785
Loss or (Gain) on Sale of Investments	(97,923,633)	(62,998,101)
Reversal of Provision on Tax on Proposed Dividend	6,889,028	-
Interest Income	(174,410,870)	(174,550,402)
Operating Profit before Working Capital Changes	150,389,882	(68,800,738)
Increase/(Decrease) in Trade Payables	26,311,207	(16,723,633)
Increase/(Decrease) in Current Liabilities & Provisions	(122,202,657)	49,938,452
Decrease/(Increase) in Trade and Other Receivables	3,847,054	(3,178,755)
Decrease/(Increase) in Inventories	18,144,644	14,718,288
Decrease/(Increase) in Loans & Advances	45,926,239	189,680,981
Decrease/(Increase) in Other Assets	(482,361)	2,777,002
Cash Generated from Operations	121,934,008	168,411,597
Income Tax Paid (Net of Refunds)	(28,396,411)	(8,177,432)
Net Cash Flow from Operating Activities - I	93,537,597	160,234,165
II Cash Flow From Investing Activities :		
Purchase / Sale of tangible and intangible assets	50,830,259	(31,405,965)
Purchase / Sale of Investments	568,102,188	(997,160,839)
Adjustments in R & S	-	956,148,192
Interest Received	174,410,870	174,550,402
Net Cash from / Used in Investing Activities - II	793,343,317	102,131,790
III Cash Flow From Financing Activities :		
Increase/(Decrease) in Short Term Borrowings	(721,418,897)	41,691,687
Increase/(Decrease) in Long Term Borrowings	(14,819,340)	(38,477,486)
Interest Paid	(58,737,322)	(101,068,745)
Buy Back of Share Capital	-	(14,953,270)
Premium on Buy Back of Shares	-	(194,944,452)
Dividend Paid and Tax there on	(40,729,028)	(45,645,826)
Net Cash from / Used in Financing Activities - III	(835,704,587)	(353,398,092)
Net Increase/(Decrease) in Cash & its Equivalents (I+II+III)	51,176,327	(91,032,137)
Cash & Cash Equivalent at the Beginning of the Year	251,686,753	342,718,891
Cash & Cash Equivalent at the End of the Year	302,863,079	251,686,753

Significant Accounting Policies

1

See Accompanying Notes Forming Part of Financial Statements 2 to 32

As per our report of even date attached

For, DJNV & Co.

Chartered Accountants

Firm Registration Number: 115145W

Vasant Patel

Partner

Membership No. 044612

Place : Ahmedabad

Date : 30.05.2017

Neha Chikani Shah

Company Secretary

Mem. No.A25420

Bharat Dave

Chief Financial Officer

**For and on behalf of Board of Directors
Gujarat Apollo Industries Limited**
Navinchandra V. Shah

Director

DIN : 03027647

Place : Ahmedabad

Date : 30.05.2017

Asit A. Patel

Managing Director

DIN : 00093332

GUJARAT APOLLO INDUSTRIES LIMITED

Note 1 Significant Accounting Policies

Note 1.1 Convention and Basis of Preparation of Financial Statements

(a) Basis of Preparation of Financial Statement

These financial statements have been prepared on the accrual basis of accounting as per double entry system, under the historical cost convention. The mandatory applicable accounting standards in India and the provisions of companies Act, 2013 have been followed in preparation and presentation of these financial statements.

(b) Use of Estimates

The preparation of financial statements in conformity with Accounting Standards requires, the management to make judgments, estimates and assumptions that affects the reported amounts, at the end of the reporting period. Although these estimated are based on the management's best knowledge of current events and actions, uncertainty about thee assumptions ad estimates could result in the outcome requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

(c) Principles of Consolidation

The Financial Statements of the company and its subsidiaries have been combined line by line basis by adding together the book values of like items of Assets and Liabilities, Income and expenses after eliminating intra group transactions and intra group balances, unrealized profit and loss. The Financial Statements of Subsidiaries used in the consolidated financial statements are drawn upto 31st March 2017, The same reporting date of the company.

The Differential between cost of Investments in the subsidiary over the companies portion of equity is recognized as a goodwill or capital reserve as the case may be. The Consolidated financial statements are prepared using uniform accounting policies for the transactions and event in similar circumstances except where stated other wise. The Consolidated financial statements includes the following subsidiaries along with companies holding there in as under:

Sr. No.	Name of the Subsidiary / Fellow Subsidiary Company	Country	31st March 2017	31st March 2016
1.	Apollo Earthmovers Limited (included in the figures are unaudited figures of associates)	India	100%	100%
2.	Apollo FBC Crushing Equipments Limited	India	100%	100%

*Unaudited Financial Statements of Two Associates namely Apollo Agro Industries Limited and Credo mineral industries limited are considered for consolidation purpose

1.2 Property, Plant and Equipment

(a) Property, Plant and Equipment

Freehold land is carried at historical cost. All other items of Property, Plant and Equipments comprises purchase price, duties levies and any directly attributable cost of bringing the asset to its working conditions for the intended use. Borrowing costs related to the acquisition or construction of the qualifying fixed assets for the period up to completion of their acquisition or construction are included in the book value of the assets. All costs relating to upgradations/enhancements are generally charged off as revenue expenditure unless they bring significant additional benefits of lasting nature. Cenvat claimed on fixed assets is reduced from the cost of respective assets.

Gains or losses arising from derecognition of assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit & loss when the asset is derecognized.

(b) Intangible Assets

An intangible asset, where it is expected to provide future enduring benefits, is capitalized. Capitalization costs include license fees and costs of implementation / system integration services. The costs are capitalized in the year in which the relevant intangible asset is ready for use

(c) Depreciation and Amortisation:

Depreciation is being provided on all Property Plant and Equipments on Straight Line Method as per the rate and in the manner prescribed in Schedule II to the Companies Act, 2013. Intangible assets are recognized when it is probable that the future economics benefits that are attributable to the assets will flow to enterprise and the cost of the assets measure reliably. The intangible assets are recorded at the consideration paid for the acquisition of such assets and are carried at the cost less accumulated and impairment loss if any.

(d) Impairment

An asset is treated as impaired when the carrying cost of the asset exceeds its recoverable value. An impairment loss is charged to statement of profit and loss in the year in which an asset is identified as impaired. A previously recognized impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment

1.3 Revenue Recognition

Sales are recorded net of trade discount, rebates and include excise duty. Revenue from sale of products is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer. Incomes from services are recognized based on agreements/ arrangements with the concerned parties. Dividend income is recognized when the right to receive dividends is established. Interest income is recognized on the time proportion method.

1.4 Inventory

Basis of Valuation

Inventories of raw materials and components, work-in-progress and stock-in-trade are valued at the lower of cost and net realizable value. Cost is ascertained on a moving weighted average. The costs of work-in-progress and finished goods is determined on full absorption cost basis.

1.5 Investments

Investments are recognized and valued as per the period of holding intended by management, further bifurcated as a current and non current. Current Investments are valued at cost and market value as on balance sheet date, which ever is low. Non current investments are valued at historical cost, unless and otherwise there is a significant diminution in the value of investment.

1.6 Transactions in Foreign Currency

(a) Foreign Currency Transactions

Transaction in foreign currency are recorded at the exchange rate prevailing on the date of transaction, Exchange difference arising on account of difference between transaction date and settlement/period end date are recognized in the statement of profit and loss for the year. All monetary assets and liabilities in the foreign currency are translated at the year end rate of relevant currency.

(b) Forward exchange contracts

Company generally in the practice to take forward contract to cover its foreign exchange risk related to export and import obligation. All premium and discount are accounted in statement of profit and loss in the year it pertains.

1.7 Employee Benefit

(a) Gratuity

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 to 30 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service. The Company makes annual contributions to gratuity fund maintained with Life Insurance Corporation of India. The Company accounts for the liability for gratuity benefits payable in future based on an independent actuarial valuation

(b) Provident Fund

The eligible employees of the Company are entitled to receive benefits under the provident fund, a defined contribution plan, in which both employees and the company make monthly contribution at a specified percentage of the covered employees' salary. The contributions as specified under the law are paid to the provident fund and pension fund to respective Regional Provident Fund Commissioner and the Central Provident Fund under the State Pension Scheme.

(c) Compensated Absences

The company provides for the encashment of leave or leave with pay subject to certain rules. The employees are entitled to accumulated leave subject to certain limits, for future encashment. The liability is provided based on the number of days of unutilized leave at each balance sheet date. The Company makes contributions to leave encashment fund maintained with Life Insurance Corporation of India. The Company accounts for the liability for benefits payable in future based on an independent actuarial valuation

1.8 Provision for Taxation

Tax expenses comprises of current, and deferred tax. Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the Income Tax Act, 1961. The deferred tax for timing difference between the book and tax profits for the year is accounted for, using the tax rates and laws that have been substantively enacted as of the Balance Sheet Date. Deferred tax assets arising from timing differences are recognized to the extent there is reasonable certainty that these would be realized in future. Deferred tax assets, in case of unabsorbed losses and unabsorbed depreciation, are recognized only if there is virtual certainty that such deferred tax asset can be realized against future taxable profits.

Deferred Tax Resulting from all timing difference between book profit and profit as per Income Tax Act 1961 is accounted for using the tax rates and laws that have been enacted or substantively enacted as of the balance sheet date. Deferred tax liability arising from timing difference are recognized to extent there is reasonable certainty that the assets can be realised in future. Deferred tax are reviewed at each balance sheet date for its releasability

1.9 Provisions and Contingencies

Contingent Liabilities are possible but not probable obligation as on the Balance Sheet date, based on the available evidence. Department appeals, in respect of cases won by the Company, are also considered as Contingent Liabilities. Provisions are recognized when there is a present obligation as a result of past event; and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are determined based on best estimate required to settle the obligation at the Balance Sheet date.

1.10 Borrowing Cost

Interest and other cost incurred in connection with the borrowings of the funds are charged to revenue on accrual basis except those borrowing costs which are directly attributable to the acquisition or construction of those fixed assets ,which necessarily take a substantial period of time to get ready to its intended use, such cost are capitalized with fixed assets

1.11 Dividend

The final dividend is recognized in the financial statements as and when declared in AGM and payment made.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH, 2017

Particulars	As at 31.03.2017	As at 31.03.2016
2 Share Capital		
Authorised Share Capital		
2,00,00,000 Equity Shares of ₹ 10/- each (2,00,00,000)	200,000,000	200,000,000
Issued, Subscribed and Paid up Capital		
1,36,60,000 Equity Shares of ₹ 10/- each fully paid up (1,36,60,000)	136,600,000	136,600,000
Total Share Capital	136,600,000	136,600,000

Buy Back of Shares

14,95,327 No of Shares were bought back and extinguished in Year 2015-16

(a) Reconciliation of number of shares outstanding at beginning and end of the year

Equity Shares

Number of Shares Outstanding at the beginning of the year	13,660,000	15,155,327
Add: Issued during the year	-	-
Less: Buyback during the year	-	1,495,327
Number of Shares Outstanding at the end of the year	13,660,000	13,660,000

(b) Details of Shareholders holding more than 5% Equity Shares in the Company

Name of Shareholder	Percentage of Holding	Percentage of Holding
Asit A. Patel (HUF)	16.48%	16.48%
Anand A. Patel	7.75%	10.31%
Anilkumar T. Patel	-	5.01%

(c) Terms/rights attached to Equity Shares

The Company has only one class of shares referred to as equity shares having a par value ₹ 10/- per share. Each Holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian Rupee. Payment of dividend is also made in foreign currency to shareholders outside India. The Dividend proposed by the Board of Directors is Subject to the approval of the shareholders in the ensuing Annual General Meeting, except in the case of interim dividend.

As per the Companies Act 2013, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all the preferential amounts in the event of liquidation of the Company. However no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

GUJARAT APOLLO INDUSTRIES LIMITED

Particulars	As at 31.03.2017	As at 31.03.2016
3 Reserves & Surplus		
(a) Capital Redemption Reserve		
Opening Balance	29,150,000	14,196,730
Add: Addition During the Year	-	14,953,270
Less: Deduction during the Year	-	-
Closing Balance of Capital Redemption Reserve	29,150,000	29,150,000
(b) Foreign Currency Translation Reserve		
Opening Balance	(12,110,705)	(11,285,766)
Add: Addition During the Year	27,826,624	(824,939)
Less: Deduction during the Year	13,715,947	-
Closing Balance of Foreign Currency Translation Reserve	1,999,972	(12,110,705)
(c) General Reserve		
Opening Balance	2,604,992,945	2,158,287,577
Add: Addition During the Year	-	656,853,090
Less: Deduction during the Year	29,171,153	210,147,722
Closing Balance of General Reserve	2,575,821,792	2,604,992,945
(d) Surplus in Statement of Profit & Loss		
As per last Balance Sheet	1,508,043,452	1,216,249,053
Add: Net Profit / (Loss) after Tax	334,842,022	190,968,733
Add : Profit for previous years for associate concern	96,670,651	141,927,923
Amount available for appropriation	1,939,556,124	1,549,145,709
Add: Reversal of Provision on Tax on Proposed Dividend	6,889,028	-
Less: Appropriations		
- Dividend on Equity Shares		
- Proposed final dividend	-	34,150,000
- Interim Dividend	33,840,000	-
- Income Tax on Dividend	6,889,028	6,952,257
- Transfer to General Reserve	-	-
Closing Balance of Surplus in Statement of Profit & Loss	1,905,716,124	1,508,043,452
Total Reserves & Surplus	4,512,687,888	4,130,075,692
4 Long Term Borrowings		
- Secured Long Term Borrowings		
From Others	-	14,819,340
Total Secured Long Term Borrowings	-	14,819,340
Total Long Term Borrowings	-	14,819,340
5 Deferred Tax		
Deferred Tax Liability at the Beginning of the Year	27,414,165	42,289,032
Deferred Tax Liability for Current Year on Depreciation Diff.	(24,249,843)	(14,874,867)
MAT Entitlement Receivable	(12,933,551)	-
Total Deferred Tax	(9,769,229)	27,414,165
6 Long Term Provisions		
Provision for Employee Benefits	1,188,106	1,566,443
Provision for Income Tax (Net)	5,881,355	-
Total Long Term Provisions	7,069,461	1,566,443

Particulars	As at 31.03.2017	As at 31.03.2016
7 Short Term Borrowings		
Secured Short Term Borrowings		
- HDFC Bank		
(Secured against Mutual Funds)	339,210,065	968,928,445
(Secured against Term Deposits)	17,342,192	14,297,950
(Secured against Hypothication of Books Debts & Stocks)	17,088,744	77,106,653
- Mehsana Urban Co-Operative Bank		
(Secured against Term Deposits)	18,318,235	44,025,815
Total Secured Short Term Borrowings	391,959,236	1,104,358,863
Unsecured Short Term Borrowings		
From Others		
Loan and Advances From Related Parties	-	9,019,270
Total Unsecured Short Term Borrowings	-	9,019,270
Total Short Term Borrowings	391,959,236	1,113,378,133
8 Trade Payables		
a. total outstanding dues of micro enterprises and small enterprises	-	-
b. total outstanding dues other than micro enterprises and small enterprises	85,201,027	58,889,820
Micro Small and Medium Enterprises Disclosures		
a. the principal amount and interest due thereon remaining unpaid at the end of accounting year		
b. the amount of interest paid by the buyer in terms of the section 16 of the MSME Act alongwith the amount of the payment made to the supplier beyond the appointed day during accounting year		
c. the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year)but without adding the interest specified under MSME act 2006.		
d. the amount of interest accrued and remaining unpaid at the end of accounting year		
e. the amount of further interest remaining due and payable even in the succeeding years ,until such date when the interest dues above are actually paid to the small enterprise,for the purpose of disallowance of a deductible expenditure under section 23 of the MSME Act,2006. (Dues to related parties included in above refer note no 31)		
Total Trade Payables	85,201,027	58,889,820
9 Other Current Liabilities		
Advance from Customers	23,893,464	66,675,902
Balance Payable To Statutory Bodies	4,732,504	6,712,173
Interest Accrued But Not Due On Borrowings	-	449,753
Unclaimed Dividends Liabilities	3,495,633	3,949,987
Unpaid Liabilities	8,139,138	9,322,381
Current Maturities of Long term Borrowings	-	40,000,000
Total Other Current Liability	40,260,739	127,110,197
10 Short Term Provisions		
Provision for Dividend and Dividend Tax	-	41,102,257
Provision for Employee Benefits	2,848,526	2,602,487
Total Short Term Provisions	2,848,526	43,704,744

11 Fixed Assets

ASSETS	GROSS BLOCK			ACCUMULATED DEPRECIATION			NET BLOCK			
	As on 01.04.16	Addition During the Year	Deduction During the Year	Total As on 31.03.17	Up to 31.03.16	Dep for the Year	Deduction During the Year	Total As on 31.03.17	As on 31.03.17	As On 31.03.16
(a) Property, Plant and Equipments										
1. Freehold Land	153,963,222	-	9,924,029	144,039,193	-	-	-	-	144,039,193	153,963,222
2. Office Premises	26,731,063	-	-	26,731,063	939,043	422,612	-	1,361,655	25,369,408	25,792,020
3. Factory Building	130,792,084	631,595	24,810,072	106,613,607	21,290,321	3,347,127	2,536,758	22,100,690	84,512,917	109,501,763
4. Plant & Machinery	304,416,887	78,219	32,431,469	272,063,637	104,101,724	17,347,418	17,266,993	104,182,149	167,881,488	200,315,164
5. Electrical Installations	5,139,139	103,313	-	5,242,452	1,621,101	405,299	-	2,026,400	3,216,052	3,518,038
6. Furniture & Fixtures	19,444,471	-	290,611	19,153,860	5,860,241	1,561,554	227,448	7,194,347	11,959,513	13,584,230
7. Office Equipments	18,519,549	283,798	4,225,416	14,577,931	11,937,297	1,296,134	2,106,471	11,126,959	3,450,972	6,582,252
8. Vehicles	23,607,081	-	9,529,890	14,077,191	13,554,558	1,514,855	6,487,110	8,582,303	5,494,888	10,052,523
Sub-Total (a)	682,613,496	1,096,925	81,211,487	602,498,934	159,304,285	25,894,999	28,624,780	156,574,503	445,924,431	523,309,212
(b) Intangible Assets										
9. Technical Knowhow	42,817,980	5,744,457	20,991,344	27,571,093	36,177,601	481,933	15,246,811	21,412,723	6,158,370	6,640,379
10. Capitalized Software	4,587,392	867,944	-	5,455,336	3,864,402	561,442	-	4,425,844	1,029,492	722,990
11. Goodwill on Consolidation AEML	41,046,220	-	-	41,046,220	23,477,647	4,104,622	-	27,582,269	13,463,951	17,568,573
Sub-Total (b)	88,451,592	6,612,401	20,991,344	74,072,649	63,519,650	5,147,997	15,246,811	53,420,836	20,651,813	24,931,942
Grand Total (a+b)	771,065,088	7,709,326	102,202,831	676,571,583	222,823,935	31,042,996	43,871,591	209,995,339	466,576,244	548,241,154
Previous Year	690,303,173	93,956,934	13,195,019	771,065,088	191,071,469	33,047,381	1,294,916	222,823,934	548,241,154	499,231,703

(c) Capital Work-in-Progress

(d) Intangible Assets under Development

208,345

Particulars	As at 31.03.2017	As at 31.03.2016
12 Non Current Investment		
Unquoted Investments		
- C.Y. 27,72,728 (P.Y. 11,09,091) Shares of ` 10/- Each fully paid in Ammann Apollo India Pvt Ltd	1,523,704,208	1,360,363,388
- C.Y. 61,60,000 (P.Y. 61,60,000) Shares of ` 10/- Each fully paid in Apollo Agro Industries Limited	61,270,735	59,642,655
- C.Y. 46,83,010 (P.Y. 46,83,010) Shares of ` 10/- Each fully paid in Apollo Industries and Project Ltd	35,685,135	35,685,135
- C.Y. 6,00,000 (P.Y. 6,00,000) Shares of ` 10/- Each fully paid in Apollo Screens Private Ltd	2,284,789	2,284,789
- C.Y. 63,10,216 (P.Y. 63,10,216) Shares of ` 10/- Each fully paid in Credo Mineral Industries Ltd	343,896,436	340,601,853
- C.Y. 9,00,000 (P.Y. 9,00,000) Shares of ` 10/- Each fully paid in Sky India Infracture Pvt Ltd	9,000,000	9,000,000
- C.Y. 1,80,000 (P.Y. 4,40,000) Shares of ` 10/- Each fully paid in Tribhuvan Industries Limited	1,800,000	1,800,000
- C.Y. 18,74,799 (P.Y. 18,74,799) Shares of ` 10/- Each fully paid in Techno Industries Ltd	101,469,731	99,983,031
- C.Y. 49,180 (P.Y. 49,180) Shares of ` 10/- Each fully paid in HMS Construction Pvt Ltd	25,962,865	25,962,865
Total Non-Current Unquoted Investments	2,105,073,899	1,935,323,716
13 Long Term Loans and Advances		
Unsecured and Considered Good		
Capital Advances	4,750,000	44,000,000
Security Deposit	3,396,391	3,660,797
Other Loans and Advances	274,915,189	247,059,584
Total Long Term Loans and Advances	283,061,580	294,720,381
14 Current Investment*		
Quoted Investments - In Mutual Funds		
C.Y. 5,389 P.Y. 19,64,379 ICICI Prudential Income Fund	205,762	75,000,000
C.Y. Nil P.Y. 21,64,402 Kotak Bond Sch Plan A-G 2131083/21 IIFL	-	75,000,000
C.Y. 75,70,595 P.Y. 75,70,595 L&T Opportunity Fund - 2412261/96	100,000,000	100,000,000
C.Y. 91,73,342 P.Y. 91,73,342 L&T Triple Ace Fund - IIFL	112,720,199	112,720,199
C.Y. 25,94,037 P.Y. Nil Piramal Mutual Fund	20,923,564	27,500,000
C.Y. Nil P.Y. 8,85,496 Birla Sun Life Inc. Plus - Gr - R-K01579	-	50,000,000
C.Y. 59,24,742 P.Y. 60,42,442 ICICI Prudential Income Opportunity Fund	98,052,112	100,000,000
C.Y. Nil P.Y. 69,57,877 IDFC Dyn.Bond Fund-Gr.-Reg-1457548/19	-	100,000,000
C.Y. Nil P.Y. 14,03,079 Kotak Bond Scheme Plan A Gr	-	50,000,000
C.Y. 31,50,000 P.Y. 31,50,000 L&T Trip. Ace B.F.-Bonus-2413848/88	38,706,573	38,706,574
C.Y. Nil P.Y. 66,46,682 SBI Dyn.Bond Fund-Re-Gr-Kotak-13721706	-	100,000,000
C.Y. Nil P.Y. 58,72,094 Sundaram Flex Fund-Flx Inc-SBBNAD499139	-	100,000,000
Total Quoted Investment - In Mutual Funds	370,608,210	928,926,773
Total Current Investment	370,608,210	928,926,773
Aggregate Market Value of Total Current Investments is ` 49,61,25,411 (Previous Year ` 1,12,97,69,071)		
15 Inventories		
Raw Materials and bought out Spares	138,264,972	119,732,978
Stores and Tools Inventory	4,669,768	3,592,455
Semi Finished Inventory	108,028,090	142,239,967
Finished Goods Inventory	13,791,133	17,333,208
Total Inventories	264,753,963	282,898,607
* Current Year (C.Y.) Previous Year (P.Y.)		

GUJARAT APOLLO INDUSTRIES LIMITED

Particulars	As at 31.03.2017	As at 31.03.2016
16 Trade Receivables		
a) Outstanding for Period Exceeding Six Months		
Considered Good	49,161,273	68,002,897
Considered Doubtful	2,072,912	-
Less : Provision For Doubtful Debts in Erstwhile Subsidiary	2,072,912	-
Sub-Total	<u>49,161,273</u>	<u>68,002,897</u>
(b) Others		
Considered Good	42,335,750	27,341,180
Considered Doubtful	-	-
Less : Provision For Doubtful Debt	-	-
Sub-Total	<u>42,335,750</u>	<u>27,341,180</u>
Total Trade Receivables	<u>91,497,023</u>	<u>95,344,077</u>
17 Cash & Bank Equivalents		
A. Cash & Cash Equivalents		
a. Balance With Banks :		
- Current Account	6,613,499	3,283,196
- Bank Deposit with Less Than 3 Months of Maturity	-	-
b. Cash on Hand	155,844	147,747
Sub-Total	<u>6,769,342</u>	<u>3,430,943</u>
B. Other Bank Balance		
a. Margin Money Deposit	3,798,104	3,776,057
b. Unclaimed Dividends bank a/c	3,495,633	3,949,987
c. Bank Deposit with more than 3 Months of Maturity	288,800,000	240,529,766
	<u>296,093,737</u>	<u>248,255,810</u>
Total Cash & Bank Balance	<u>302,863,079</u>	<u>251,686,753</u>
18 Short Term Loans and Advances		
- Unsecured & Considered Good		
Advance Income Tax (Net of Provision)	19,636,217	69,518,179
Advance Recoverable in Cash or Kind	65,166,582	125,043,415
Balance with Statutory Bodies	41,929,693	49,216,297
Inter Corporate Deposits	1,151,527,140	1,029,342,360
Prepaid Expenses	2,107,956	295,970
Sub-Total	<u>1,280,367,589</u>	<u>1,273,416,221</u>
Unsecured & Considered Doubtful		
Inter Corporate Deposits	41,218,805	41,218,805
Less : Provision for Amount written off in Erstwhile Subsidiary	41,218,805	-
Sub-Total	<u>-</u>	<u>41,218,805</u>
Total Short Term Loans and Advances	<u>1,280,367,589</u>	<u>1,314,635,026</u>
19 Other Current Assets		
Deposit in Sardar Sarovar Narmada Nigam Limited	1,316,000	1,316,000
Interest Accrued on Investment/ Loans/ Advance	740,062	257,701
Total Other Current Assets	<u>2,056,062</u>	<u>1,573,701</u>

Particulars	As at 31.03.2017	As at 31.03.2016
20 Revenue from Operations		
Sale of Construction & Maintenance Machineries & Spares	728,764,005	885,639,642
Sale of Services	632,912	175,898
Duty Draw Back	836,617	4,602
Solar Project Income	24,392,825	24,177,643
Gross Income	754,626,359	909,997,785
Less: Excise Duty and Service Tax Paid	78,931,589	94,142,094
Total Revenue from Operations	675,694,770	815,855,691
21 Other Income		
Interest Income	174,410,870	174,550,402
Miscellaneous/ Other Income	91,551,627	29,446,700
Net Gain/ (Loss) on Foreign Currency Translation	965,737	64,121
Profit/ (Loss) on Sale of Assets	-	590,564
Profit/ (Loss) on Sale of Investment	161,064,883	62,998,101
Bad Debts Recovered (Net)	-	14,259,570
Total Other Income	427,993,117	281,909,458
22 Cost of Material Consumed		
Raw Material Consumed		
Opening Stock of Raw Material	119,732,978	125,969,836
Add: Purchases	503,013,517	576,530,910
	622,746,495	702,500,746
Less: Closing Stock of Raw Material	143,883,234	119,732,978
Total Cost of Material Consumed	478,863,261	582,767,768
23 Changes in Inventories of Finished Goods, Work in Progress and Stock in Trade		
Opening Balance of		
Semi Finished Goods	139,549,523	145,161,049
Finished Goods	20,023,652	25,399,425
Sub-Total	159,573,174	170,560,474
Closing Balance of		
Semi Finished Goods	108,628,854	139,549,523
Finished Goods	18,146,672	20,023,652
Sub-Total	126,775,526	159,573,174
Changes in Inventories of Finished Goods, Work in Progress and Stock in Trade	32,797,649	10,987,300
24 Employee Benefit Expenses		
Bonus and Gratuity	4,006,202	4,558,285
Contribution To Provident and Other Funds	3,187,544	5,899,366
Salaries and Wages	49,309,067	58,529,562
Staff Welfare Expenses	6,426,406	6,041,232
Total Employee Benefit Expenses	62,929,219	75,028,445

GUJARAT APOLLO INDUSTRIES LIMITED

Particulars	As at 31.03.2017	As at 31.03.2016
25 Finance Cost		
Interest	58,737,322	101,068,745
Other Borrowing Cost	831,096	1,958,043
Total Finance Cost	59,568,418	103,026,789
26 Other Expenses		
Advertisement and Sales Promotion	1,873,510	5,827,025
Amount Written Off in Foreign Subsidiary	41,218,805	-
Bad Debts Written Off	3,688,370	-
Bad & Doubtful Debts w/off [Provision]	2,072,912	2,544,105
Commission on Sales	395,688	12,500
Corporate Social Responsibility Expenses	1,051,000	4,350,000
Diminution in Value of Investment	-	24,731,826
Discount & Miscellaneous Expenses	35,643,226	98,824,786
Donation	510,000	-
Erection and After Sales Services	792,672	3,968,878
Factory Expenses	1,903,453	7,450,585
Freight Outward	6,387,115	1,375,117
Labour Charges	42,253,077	34,900,959
Loss on Sale of Assets (Net)	5,810,239	9,395,349
Loss on Sale of Investment in Foreign Subsidiary	63,141,251	-
Office & Administrative Expenses (Including Director's Sitting Fees ` 72,500/- (Previous Year ` 87,500/-)	5,468,236	5,431,015
Postage, Telephone and Telex Expenses	1,452,198	1,723,013
Power and Fuel	4,909,888	5,810,481
Professional Charges	16,016,639	28,422,487
Remuneration to Auditors		
- For Audit Fees	665,000	825,000
- For Other Services	150,000	-
Rent, Rates and Taxes	3,429,674	4,285,668
Repairs to Plant & Machinery	1,257,081	1,235,550
Royalty Expenses	13,437,625	-
Stationery & Printing Expenses	433,743	538,414
Stores and Tools Consumed	16,481,842	12,148,395
Transportation, Carriage and Octroi (Inward)	2,373,758	1,986,950
Travelling & Conveyance	5,944,803	7,233,146
Vehicle Running and Maintenance	3,419,683	4,059,366
Total Other Expenses	282,181,488	267,080,613
27 Contingent Liabilities		
I. In respect of Sales Tax, Excise and Service Tax Demand	25,240,616	26,155,256
II. In respect of Guarantee given to Customer	182,676,623	12,545,206
28 Segment Reporting		
(i) The Company has primarily business segment "Construction Equipments and Maintenance Machinerics". The company's operation are solely situated in India		
(ii) The secondary segment is based on Geographical demarcation i.e India and rest of the world. Information about secondary segment are as follows :		
Description		
Export Sales	66,546,962	3,551,372
Domestic Sales	609,147,808	812,304,319
Total	675,694,770	815,855,691

29 Disclosure under Micro , Small and Medium Enterprises Development Act 2006.

No Amount is payable to suppliers registered under Micro, Small and Medium Enterprise Development Act 2006. No interest has been paid / payable by the company during the year to this suppliers covered under the Micro, Small and Medium Enterprise Development Act, 2006. The above information takes into account only those suppliers who have responded to enquiries made by the company for this purpose.

30 Investment in Foreign Subsidiary

During the year the company has sold its investments in 100% Foreign Subsidiary (Apollo Maschinenbau GmbH), Germany) As per guidelines of Reserve Bank of India (RBI), if any outstanding amount due on account of loan or receivable from the subsidiary whose stake is sold then application is to be made seeking permission for write off from RBI. The company has made application to respective authority and final approval is awaited.

31 Related Party Disclosures

A. List of Related Parties with whom Transactions have taken place during the year

(i) Name of the Related Parties	Short Name	Nature of the Relationship
(a) Apollo Industries & Projects Limited	AIPL	Associate
(b) Apollo Agro Industries Limited	AAIL	Associate
(c) Ammann Apollo India Private Limited	AAIPL	Associate
(d) Gujarat Credo Minerals Industries Limited	GCMIL	Associate
(e) HMS Construction Pvt Ltd	HMS	Associate
(ii) Key Managerial Personnel	Short Name	Nature of the Relationship
(a) Mr. Asit A. Patel	KMP	Managing Director
(b) Mr. Anand A. Patel	KMP	Director
(c) Mr. Anil T. Patel	KMP	Director
(d) Mr. Manibhai V. Patel	KMP	Director

Transaction with related parties

Particulars	AIPL	AAIL	AAIPL	KMP	CMI	HMS
Sales Service & Other Income	-	-	551,124,224	-	572,906	-
	-	-	645,395,925	-	16,224,513	5,203
Purchase of Raw Material & Component & Services	-	-	-	-	-	-
	-	-	30,840	-	-	-
Interest and Other Expenditure	-	-	13,528	-	-	-
	-	-	-	-	-	-
Intercompany Deposits Given / (Returned)	138,600,000	-	-	-	-	-
	162,500,000	-	(55,686)	-	36,500,000	-
Intercompany Deposits (Taken) / Repaid	76,000,000	-	-	-	11,955,951	-
	554,300,000	-	55,686	-	26,500,000	-
Interest Income	78,001,369	-	-	-	-	-
	91,141,572	-	-	-	2,173,279	-
Salary, Commission on Profit	-	-	-	4,424,160	-	-
	-	-	-	2,574,407	-	-
Purchase of Capital Assets	-	-	-	-	-	-
	-	-	-	-	-	-
Purchase and Sale of Shares	-	-	-	-	-	-
	8,500,000	-	-	-	121,618,665	-
Outstanding Balance as on 31st March 2017						
Due to Company	-	-	14,383,009	-	17,250	-
	-	-	54,527,809	-	-	-
Payable by Company	-	-	223,474	-	-	-
	-	-	2,243,159	-	-	-
Intercompany Deposits (Receivable) / Payable	(894,770,195)	-	-	-	-	-
	(761,968,963)	-	-	-	(11,955,951)	-

GUJARAT APOLLO INDUSTRIES LIMITED

32 DIVIDEND

The Board of directors Recommends dividend of Rs. 2.50 per fully paid equity share to be approved in AGM

As per our report of even date attached

For, DJNV & Co.

Chartered Accountants

Firm Registration Number: 115145W

Vasant Patel

Partner

Membership No. 044612

Place : Ahmedabad

Date : 30.05.2017

Neha Chikani Shah

Company Secretary

Mem. No.A25420

Bharat Dave
Chief Financial Officer

**For and on behalf of Board of Directors
Gujarat Apollo Industries Limited**

Navinchandra V. Shah Asit A. Patel

Director

DIN : 03027647

Managing Director

DIN : 00093332

Place : Ahmedabad

Date : 30.05.2017

GUJARAT APOLLO INDUSTRIES LIMITED

CIN: L45202GJ1986PLC009042

Registered Office: Block No. 486, 487, 488, Mouje Dholasan, Taluka & District Mehsana – 382732.*Corporate Office:* "Parishram", 5-B, Rashmi Society, Near Mithakhali Circle, Navrangpura, Ahmedabad – 380009.**ATTENDANCE SLIP**

Please fill in the Attendance Slip and hand it over at the entrance of the meeting hall. Joint Shareholders may obtain additional Attendance Slips on request. Please bring your copy of Annual Report for reference at the meeting.

D.P. ID*	
Client ID*	

FOLIO NUMBER:**NAME AND ADDRESS OF THE SHAREHOLDER****No. of shares held:**

I hereby record my presence at the 30th Annual General Meeting of the Company to be held on Friday, 29th September, 2017 at 11.00 a.m. at Block No. 486, 487, 488, Mouje Dholasan, Taluka & District Mehsana – 382732.

SIGNATURE OF THE SHAREHOLDER/PROXY

Strike out whichever is not applicable.

* Applicable for Investor holding shares in demat form.

..... **TEAR HERE**

Form No. MGT-11

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

CIN: L45202GJ1986PLC009042

Name of the Company: **GUJARAT APOLLO INDUSTRIES LIMITED**

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

Corporate Office: "Parishram", 5-B, Rashmi Society, Near Mithakhali Circle, Navrangpura, Ahmedabad – 380009.

Name of the Member(s):

Registered Address:

E-mail ID:

Folio No/Client ID&DP ID

I/Weof.....being a member/members of Gujarat Apollo Industries Limited hereby appoint

1. Name: Address:.....
E-mail ID:.....Signature, or failing him
2. Name: Address:.....
E-mail ID:.....Signature, or failing him
3. Name: Address:.....
E-mail ID:.....Signature

as my/our proxy to vote (on Poll) for me/us and on my /our behalf at 30th Annual General Meeting to be held on Friday, 29th September, 2017 at 11.00 a.m. or at any adjustment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional**	
		For	Against
1	To receive, consider and adopt a. Audited Financial Statements as at 31 st March, 2017 and Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon. b. the Audited consolidated Financial Statements of the Company for the financial year ended March 31, 2017, together with the Report of the Auditors thereon.		
2	To declare dividend on equity shares		
3	To appoint Mr. Manibhai V. Patel [DIN:00115717] as a Director liable to retire by rotation		
4	To appoint Mrs. Nayna A. Patel [DIN:05199350] as a Director liable to retire by rotation		
5	Ratification of re-appointment of M/s. DJNV & Co., as a Statutory Auditors of the Company		
6	Transactions with Related parties under Section 188 of the Companies Act, 2013		

Signed this day of2017

Signature of Shareholder:.....

Signature of Proxy holder



Notes:

1. The Proxy Form must be returned so as to reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The Proxy need not be a member of the Company.
2. a person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such proxy shall not act as a proxy for any other person or Member.
3. For the resolutions, Explanatory Statements and Notes, please refer to the notice of 30th AGM.
- **4. It is optional to put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Please complete all details including details of member(s) in the box before submission.



Form No. SH-13

Nomination Form

[Pursuant to Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014]

To,

GUJARAT APOLLO INDUSTRIES LIMITED

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

I/Wethe holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following person(s) in whom shall vest, all the rights in respect of such securities in the event of my/our death.

1) Particulars of Securities (in respect of which Nomination is being made)

Nature of Securities	Folio No.	No. of Securities	Certificate No.	Distinctive No.

2) Particulars of Nominee/s

- a) Name :
- b) Date of Birth :
- c) Father's/Mother's/Spouse Name :
- d) Occupation :
- e) Nationality :
- f) Address :
- g) E-mail ID :
- h) Relationship with Security holder :

3) In case the Nominee is a Minor

- a) Date of Birth :
- b) Date of attaining majority :
- c) Name of Guardian :
- d) Address of Guardian :

Name and Address of the Shareholder(s) :

Signature of the Shareholder (s) :

Name and Address of the Witnesses :

Signature of the Witness :

GUJARAT APOLLO INDUSTRIES LIMITED

BANK ACCOUNT PARTICULARS / ECS MANDATE FORM

I/We..... do hereby authorise Gujarat Apollo Industries Limited to :

- Print the following details on my/our dividend warrant.
- Credit my dividend amount directly to my Bank account by ECS.

(Strike out whichever is not applicable)

My/our Folio No. DP ID No. : Client A/c No.....

Particulars of Bank Account:

- A. Bank Name
- B. Branch Name, Address (for Mandate only)
- C. 9 DIGIT Code number of the Bank & Branch as appearing on the MICR cheque
- D. Account Type (Saving/Current)
- E. Account No. as appearing on the cheque book
- F. STD Code & Telephone No.

I/We shall not hold the Bank responsible if the ECS could not be implemented or the Bank discontinue(s) the ECS, for any reason.

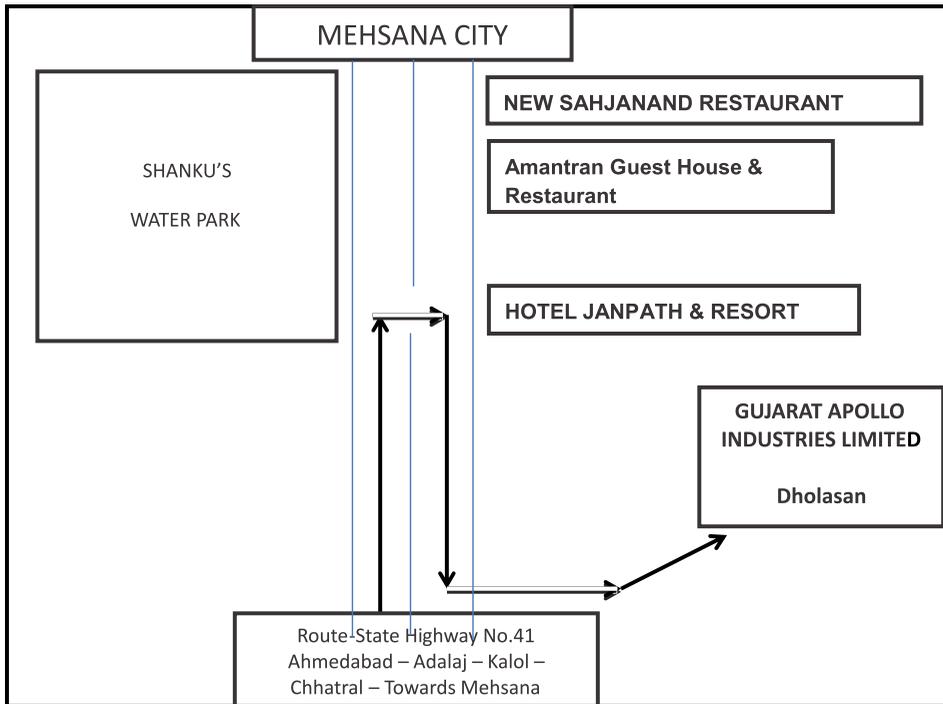
Mail to:

Link Intime India Pvt. Ltd.
506-508, Amarnath Business Centre – 1,
Besides Gala Business Centre,
Nr. St. Xavier's college corner,
Off C. G. Road, Navrangpura
, Ahmedabad - 380009

.....
(Signature of the Shareholder)

Please attach the copy of a cheque or a blank cancelled cheque issues by your Bank relating to your above account for verifying the accuracy of the 9 digit code number.

In case you are holding shares in demat form, kindly advise your Depository Participant to take note of your Bank account particulars/ECS mandate.



AGM VENUE MAP

BOOK-POST

TO,

If not delivered, please return to :
GUJARAT APOLLO INDUSTRIES LIMITED
Corporate Office : "Parishram", 5-B,
Rashmi Society, Near Mithakhali Circle,
Navrangpura, Ahmedabad – 380009.