GUJARAT APOLLO INDUSTRIES LIMIT

Registered Office: Block No. 486,487,488, Mouje Dholasan, Taluka and District Mehsana – 382 732; CIN Number: L45202GJ1986PLC009042

This Public Announcement is made in relation to the OFFER FOR BUYBACK OF EQUITY SHARES FROM THE OPEN $\textbf{MARKET THROUGH THE STOCK EXCHANGES} \ by \ Gujarat \ Apollo \ Industries \ Limited \ pursuant \ to \ the \ provisions \ of \ Regulation$ 15(d) read with Regulation 15(c) and is in compliance with the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 as amended ("Buyback Regulations" or "Regulations") and contains the disclosures as specified in Schedule II to the Buyback Regulations

DISCLOSURES IN ACCORDANCE WITH PART A OF SCHEDULE II OF THE BUYBACK REGULATIONS. DETAILS OF THE BUYBACK OFFER

- The Board of Directors (hereinafter referred to as the "Board" which expression includes the Buyback committee constituted by the Board to exercise its powers) of Gujarat Apollo Industries Limited ("Company" or "GAIL") at its meeting held on April 13, 2017 ("Board Meeting") approved the proposal for buyback of its own fully paid up equity shares of face value of Rs. 10 each ("Shares" or "Equity Shares") in accordance with the provisions contained in Article 13A of the Articles of Association of the Company, subject to the provisions of Sections 68, 69 & 70 of the Companies Act, 2013 ("Companies Act"), and other applicable laws, approval/s as may be necessary, from time to time from statutory authorities including but not limited to the Regulations, SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 as amended from time to time ('LODR'), Reserve Bank of India ("RBI") and Securities and Exchange Board of India ('SEBI'), etc. as may be required and further subject to such conditions as may be prescribed while granting such approval/s which may be agreed to by the Board of Directors of the Company.
- 1.2 Necessity for the Buyback The Board of Directors of the Company is of the view that the Buyback will help the Company effectively utilize its available surplus funds. The Company does not have plans for any major capital investment or expansion or business acquisition in the near future. These facts when reviewed against the management's overall objective of maximization of shareholders wealth, has lead the management to consider buyback of the Equity Shares of the Company as an effective way of utilizing the liquid surplus funds being more than what is needed for its regular business operations. The Buyback (including the Transaction Costs) will be funded from the accumulated surplus funds available with the Company, in the form of cash and/or liquid marketable investments, and will be drawn out of free reserves of the Company, in accordance with Section 68(1) of the Act and Regulation 4(1)(b)(ii) of the Buyback Regulations.
 - The buyback is proposed out of the Company's accumulated free reserves. The buyback is expected to
- reduce outstanding number of equity shares and consequently increase Earnings Per Share over a period of time; effectively utilize surplus cash; and
- make the Balance Sheet leaner and more efficient to improve key return ratios like Return on Net Worth, Return on Assets etc The Board of Directors have approved a maximum amount of up to Rs. 24.00 Crores ("Maximum Buyback Size") excluding brokerage costs, Securities and Exchange Board of India turnover charges, taxes such as securities transaction tax, service tax and relevant stamp duty (collectively referred to as "Transaction Costs") for the Buyback. The Maximum Buyback Size represents about 9.74% of the aggregate of the Company's paid up equity share capital and free reserves as at March 31, 2016 (the date of the latest standalone audited accounts as on the date of the Board Meeting). Though the Company does not
- propose raising debt for affecting the Buyback, it may continue to borrow funds in the ordinary course of its business The Board of Directors have approved Buyback of Equity Shares at a maximum price not exceeding Rs. 189 per Equity Share excluding Transaction Costs ("Maximum Buyback Price"). The Maximum Buyback Price has been arrived at after considering certain parameters including but not limited to the book value, earning per share, the market value as well as stock price performance on the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (BSE and
- NSE collectively referred as "Stock Exchanges").

 At the Maximum Buyback Price and for the Maximum Buyback Size, the maximum number of Equity Shares that can be bought back would be 12,69,841Equity Shares, representing about 9.30 % of the pre-Buyback outstanding Equity Shares as on the date of the Board Meeting. Should the average purchase price be lower than the Maximum Buyback Price, the number of Equity Shares that might be bought back would be more, assuming that the Buyback is for the complete amount of Rs. 24.00 Crores. The maximum number of Equity Shares that the Company can buyback, as per Section 68 of the Companies Act, in any financial year shall not exceed 25% of the total paid-up equity capital of the Company in that financial year. The Buyback of the Equity Shares would further be subject to the conditions for continuous listing as prescribed under Regulation 38 of LODR, during the Buyback period and upon completion thereof for maintaining a minimum 25% public shareholding.
- The Buyback is proposed to be implemented by the Company through the methodology of "Open market purchases through Stock Exchanges", as provided in the Buyback Regulations. The Buyback will be implemented in the manner and following the procedure prescribed in the Companies Act and the Buyback Regulations and as may be determined by the Board of Directors and on such terms and conditions, as may be permitted by law from time to time. The Equity Shares of the Company are listed on the Stock Exchanges and the buyback of Equity Shares will be made through the Stock Exchanges with nationwide trading terminals having electronic trading facility.

 The aggregate shareholding of the promoters and of the directors of the promoters, where the promoter is a company and
- of persons who are in control of the Company ("Promoters") as on the date of the Board Meeting is 82,41,897 Equity Shares constituting 60.34% of the paid-up equity capital of the Company. No Equity Shares were either purchased or sold by the Promoters during the period of twelve months preceding the date of
- the Board Meeting except as detailed below:

Name	Aggregate Quantity	Maximum Price per	Date of	Minimum Price per	Date of			
	Purchased	Equity Share (Rs.)	Maximum Price	Equity Share (Rs.)	Minimum Price			
Ms. Sonali Anand Patel (a)	3,50,000	Gift	08/09/2016	-	-			
Ms. Shardaben AnilKumar Patel ^(b)	1,50,000	Gift	08/09/2016	-	-			
Mr. Parth Rashmikant Patel ^(c)	1,70,000	120.60	11/04/2016	-	-			
M/s. Arvindbhai Tribhovandas Patel HUF	27,594	131.33	15/11/2016	128.31	09/11/2016			
Notes: a) On September 8, 2016, Ms. Sonali Anand Patel received equity shares of the Company as gift from Mr. Anand A. Patel.								

b) On September 8, 2016, Ms. Shardaben AnilKumar Patel received equity shares of the Company as gift from Mr. Anilkumar T. Patel c) On April 11, 2016, Mr. Parth Rashmikant Patel purchased equity shares through Bulk Deal from M/s. Rashmikant Patel HUI

Name	Aggregate Quantity Sold	Maximum Price per Equity Share (Rs.)	Date of Maximum Price	Minimum Price per Equity Share (Rs.)	Date of Minimum Price
Mr. Anand A. Patel. ^(a)	3,50,000	Gift	08/09/2016		-
Mr. Anilkumar T. Patel ^(b)	1,50,000	Gift	08/09/2016	-	-
M/s. Rashmikant Patel HUF ^(c)	1,70,000	120.60	11/04/2016	-	-
Mr. Dhruv Ashokkumar Patel	13,434	163.33	07/04/2017	153.64	17/02/2017

- a) On September 8, 2016 Mr. Anand A. Patel gifted the equity shares of the Company to Ms. Sonali Anand Patel. b) On September 8, 2016 Mr. Anilkumar Patel gifted the equity shares of the Company to Ms. Shardaben Anil Kumar Patel
- c) On April 11, 2016 M/s. Rashmikant Patel HUF sold the equity shares of the Company through Bulk Deal to Mr. Parti Rashmikant Patel
- In compliance with the provisions of Regulation 15(b) of the Buyback Regulations, the Buyback of Equity Shares shall not be made from the Promoters or persons in control of the Company.

 1.10 In compliance with the provisions of Regulation 19(e) of the Buyback Regulations the Promoters or person in control will not
- deal in the Equity Shares of the Company in the Stock Exchanges or off-market, including through inter-se transfer of Equity Shares among Promoters during the period from the date of the Board Meeting till the date of closing of the Buyback. There will be no negotiated deals, spot transactions or any private arrangements in implementation of the Buyback
- 1.12 The Company confirms that there are no defaults subsisting on repayment of deposits, redemption of debentures or preference shares or repayment of term loans to any financial institution or bank.
- 1.13 The Board of Directors confirm that they have made a full enquiry into the affairs and prospects of the Company and they
- a) that immediately following the date of convening of the Board Meeting, there will be no grounds on which the Company could be found unable to pay its debts; and b) as regards its prospects for the year immediately following the date of the Board Meeting, that having regard to its
- character of the financial resources which will, in the view of the Board of Directors, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolven within a period of one year from the date of the Board Meeting; and c) that in forming its opinion for the above purposes, the Board of Directors have taken into account the liabilities including
- prospective and contingent liabilities as if the Company was being wound up under the provisions of the Companies Act.

 1.14 The contents of the report dated April 13, 2017 received from M/s. DJNV & Co, Chartered Accountants, the statutory
- auditors of the Company addressed to the Board of Directors is reproduced below QUOTE

April 13 2017 The Board of Directors

Gujarat Apollo Industries Limited
Block No. 486, Mouje Dholasan, Taluka and District - Mehsana - 382 732

Sub: Proposed Buyback of Equity Shares of Gujarat Apollo Industries Limited ('Company') We have been informed that the Board of Directors in their meeting held on April 13, 2017 have decided to buyback Company's

Equity Shares as allowed under sections 68, 69 and 70 of the Companies Act 2013 referred to as ("Companies Act") at a price of upto Rs. 189/- per Equity Share. In terms of the requirements of Clause (xi) of Part A of Schedule II of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, as amended ('Buyback Regulations'), we confirm as under We have enquired into the state of affairs of the Company in relation to its audited accounts for the year ended March

31, 2016, as approved by the Board of Directors; and
The amount of permissible capital payment towards buyback of Equity Shares (including premium) in question as ascertained below in our view has been properly determined in accordance with proviso of Section 68 (2) (b) of the

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Particulars	Amount (Rs. in Lacs)
Paid Up Equity Share Capital as on March 31, 2016	1366.00
Free Reserves as on March 31, 2016	23270.13
Total	24636.13
Maximum amount permitted for Buyback (i.e. 10% of the Total Paid up Capital	2,463.61
and Free Reserves)	
3. Based on the representations made by the Company and other information and explanations gi	ven to us, which to the best

- of our knowledge and belief were necessary for this purpose, we report that: a) the Board of Directors have formed the opinion as specified in clause (x) of Part A of Schedule II of the Buyback
 - Regulations, on reasonable grounds that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from that date; and
- b) we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as approved by the Board of Directors in their meeting held on April 13, 2017 is unreasonable in the circumstances in the resent context. The Board of Directors has formed this opinion on reasonable grounds and the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from April 13, 2017.

 This report has been issued in connection with the proposed buyback of Equity Shares of the Company as approved at the

meeting of the Board of Directors held on April 13, 2017 and may not be suitable for any other purpose. The contents of our report can be used for the purpose of being included in the public announcement to be made by the

Company and this report for the onward submission to Securities Exchange Board of India or for any other purpose related to the buyback of Equity Shares of the Company.

For M/s. DJ N V & Co.

Chartered Accountants

Firm Registration No.: 1151445W

Sd/-Devang Doctor

Partner

Membership No.: 039833 UNQUOTE

DISCLOSURES IN ACCORDANCE WITH PART B OF SCHEDULE II OF THE BUYBACK REGULATIONS 2. BUYBACK SIZE, SOURCES OF FUNDS AND TIME TABLE

- ned in Regulation 15B(8) of the Buyback Regulations The Company will utilize, save and except the event mention minimum of Rs. 12.00 crores (Rupees Twelve Crores Only) ("Minimum Buyback Size") to buy back the Equity Share from the shareholders/beneficial owners of Equity Shares other than those who are Promoters, promoter group an persons in control ("Shareholders"). The Minimum Buyback Size is at least 50% of the Maximum Buyback Size being a amount of Rs 24.00 Crores earmarked for the Buyback. At the Maximum Buyback Price and for the Maximum Buyba Size, the maximum number of Equity Shares that can be bought back would be 12,69,841Equity Shares, representing about 9.30 % of the pre-Buyback outstanding Equity Shares as on the date of the Board Meding. If the average purchas price is lower than Maximum Buyback Price, the number of Equity Shares that can be bought back would be greate assuming the full utilization of the Maximum Buyback Size, Based on the Minimum Buyback Size and at the Maximum Buyback price, the minimum number of Equity Shares that can be bought back would be 6,34,921 Equity Shares.
- The amount required by the Company for the Buyback will be met out of the cash/bank balances and/or sale investments made by the Company and/or internal accruals. Though the Company does not intend to raise any debt for carrying out the Buyback, yet it may continue to borrow funds in the ordinary course of its business.

- 2.3 Proposed Timetable Board meeting approving Buyback Date of Opening of Buyback Acceptance of Equity Shares Thursday, April 13, 2017 Thursday, May 4, 2017 NSE Upon the relevant pay-out dates of the Stock Exchanges Within 15 days of the pay-out dates of the Stock Exchanges Verification of Equity Shares accepted in physical mode Within 15 days of Acceptance of Equity Shares as mentioned above, provided the Extinguishment of equity shares Company shall ensure that all Equity Shares bought back are extinguished within 7 days from the last date of completion of the Buyback. Last Date for the Buyback Friday, November 3, 2017 (i.e. 6 months from the date of Opening of the Buyback; or ii) when the Company completes the Buyback to the extent of Rs. 12.00 Crores; or iii) at such earlier date as may be determined by the Board of Directors, in the event the Minimum Buyback Size is utilized under the Buyback, by giving appropriate notice of such date and completing all formalities in this regard as per relevant laws and regulations, whichever is earlier
- PROCESS AND METHODOLOGY FOR THE BUYBACK PROGRAMME
- The Buyback is open to all equity shareholders/beneficial owners both registered and unregistered holding Equity Shares either in physical and/or electronic form except the Promoters and person in control. Further the Company shall not buyback the locked-in Equity Shares or non-transferable Equity Shares, if any, till the pendency of the lock-in or till the Equity Shares become transferable. As per the Buyback Regulations, a company intending to purchase its equity shares from the open market shall do so on
- stock exchanges having nationwide trading terminals. Accordingly, the Company proposes to effect the Buyback from the open market through Stock Exchanges with nationwide trading terminals i.e. through BSE and NSE. Therefore, the requirement of having collection and bidding centers is not applicable.
- For the Buyback, the Company has appointed Prabhudas Lilladher Pvt. Ltd ("Appointed Broker"), 3rd Floor, Sadhana House, 570 P.B. Marg, Behind Mahindra Tower, Worli, Mumbai – 400 018; Tel: 022-6632 2222; Fax: 022-6632 2229 through whom the purchases and settlement on account of the Buyback of Equity Shares would be made on the Stock Exchanges The Buyback of Equity Shares will be made only through the order matching mechanism except "all or none" order
- matching system. The Company may, from time to time, but not earlier than the Date of Opening of Buyback place "buy orders on the Stock Exchanges to buyback Equity Shares through the Appointed Broker, in such quantity and at such prices, not exceeding the Maximum Buyback Price, as it may deem fit, depending upon the prevailing quotations of Equity Shares in the Stock Exchanges subject to compliance with Regulation 15A of the Buyback Regulations Buyback of Equity Shares held in dematerialized mode: Shareholders who desire to sell their Equity Shares under the Buyback, would have to do so through a stock broker, who is a member of the Stock Exchanges by indicating to their
- broker details of the Equity Shares they intend to sell whenever the Company has placed a "buy" order for buy back of Equity Shares. The trade would be executed at the price at which the order matches and that price would be the price for that seller. The execution of the order, issuance of contract note, delivery of stock to the member and receipt of payment from the member would be carried out in accordance with the SEBI requirements. The Company is under no obligation to place a 'buy' order on a daily basis. It may be noted that all Equity Shares bought back by the Company may not be at a uniform price. Orders for buying back the Equity Shares in dematerialized mode will be placed by the Company in such quantity and at such prices, as it may deem fit, depending upon the prevailing quotations of Equity Shares on the Stock Exchange subject to the Maximum Buyback Price. The Company shall intimate the Stock Exchanges as well as shall upload the information regarding the Equity Shares bought-back on its website on a daily basis as prescribed by the Buyback Regulations
- A. Buyback of Equity Shares held in Physical Mode: Equity Shares are traded in the compulsory demat mode Shareholders holding Equity Shares in physical form can participate in the Buyback through BSE and/or NSE in the manner specified below
 - Shareholders holding Equity Shares in physical form and who want to participate in the Buyback can do so under a separate window created specially for physical shareholders either by BSE or NSE or both. Shareholders may choose windows created by any of the Stock Exchanges viz BSE or NSE.
 - The Shareholders holding Equity Shares in physical form would be required to contact his/her broker, to submit physical Shares under the Buyback. The Shareholder will be required to execute the share transfer deed(s) and attach the relevant share certificate(s) along with identity proof and address proof and hand over the complete set/documents to his/her broker for settlement within the timelines specified by his/her broker.
 - In case the share transfer deed(s) or any other documents submitted are found to be invalid, the rules of good/bad $delivery\,norms\,of\,the\,Stock\,Exchanges\,shall\,apply\,and, inter\,alia, the\,Shareholder's\,broker\,may\,return\,or\,ask\,him/her\,to$ re-submit these duly corrected documents in compliance with the settlement procedures of the stock exchanges on or before the last date of the Buyback
 - The broker of the Shareholder shall be responsible for verification of the identity proof and address proof of the Shareholder.
 - The Company is under no obligation to place a 'buy' order on a daily basis
 - B. Buyback price for Equity Shares held in Physical Mode
 - The price at which the Equity Shares in physical mode will be bought back shall be the volume weighted average price of the Equity Shares bought-back, in the demat form, during the calendar week in which such Equity Shares were received by their broker. The price of Equity Shares tendered during the first calendar week of the Buyback shall be the volume weighted
 - average market price of the Equity Shares of the Company during the preceding calendar week. In case no Equity Shares were bought back in the normal market during calendar week, the preceding week when the
- $Company\ has\ last\ bought\ back\ the\ Equity\ Shares\ will\ be\ considered.$ Subject to the Company utilizing the Minimum Offer Size, nothing contained herein shall create any obligation on the part of
- the Company or the Board of Directors to buyback any Equity Shares or confer any right on the part of Shareholder to offer any Equity Shares for the Buyback, even if the Maximum Buyback Size has not been reached, and/or impair any power of the Company or the Board of Directors to terminate any process in relation to the Buyback, if so permissible by law METHOD OF SETTLEMENT

- The Company will pay the consideration to the Appointed Broker on or before every settlement date as applicable to the Stock Exchanges in respect of Equity Shares bought back.
- The Shareholders holding Equity Shares in the demat form would be required to transfer the number of Equity Shares sold by them by tendering the delivery instruction to their respective Depository Participant ("DP") for debiting their beneficiary account maintained with the DP and crediting the same to the pool account of the broker through whom the trade was executed. The Shareholders holding Equity Shares in physical form may present the share certificates along with valid transfer deeds to their respective brokers through whom the trade was execu
- The Company has opened a depository account in the name and style "GUJARAT APOLLO INDUSTRIES LIMITED BUYBACK ESCROW ACCOUNT" with the Appointed Broker having DP ID 1201130000664286 ("Escrow Depository Account") for Equity Shares to be bought back in the demat form. Equity Shares which will be bought back would be transferred into the Escrow Depository Account by the Appointed Broker on receipt of Equity Shares from the clearing and settlement mechanism of the Stock Exchanges. The ISIN of the Company is INE826C01016. The Equity Shares bought back in dematerialized form shall be extinguished and destroyed in the manner specified in Securities and Exchange Board of India (Depository and Participants) Regulations, 1996 and its bye-laws and in the manner specified in the Buyback Regulations.
- The Company shall complete the verification of acceptances within fifteen days of the pay-out. The Company shall extinguish and physically destroy the security certificates so bought back in the presence of a Merchant Banker and the Statutory Auditor on or before the fifteenth day of the succeeding month. The Company will extinguish and physically destroy all the Equity Shares bought back within seven days of the last date of completion of the Buyback.

BRIEF INFORMATION ABOUT THE COMPANY

- Gujarat Apollo Industries Limited was incorporated on October 7, 1986 in the state of Gujarat as Gujarat Apollo Equipments Limited vide Registration Number 04-9042 of 1986-87 and received the certificate of commencement of business on November 11, 1986. The name of the company was changed to Gujarat Apollo Industries Limited and a fresh certificate of incorporation consequent upon change of name was issued on November 28, 2006.
- The Company is in the business of manufacturing of crushing and screening equipments. The Company has its manufacturing unit located at Mouje Dholasan, Taluka and District Mehsana – 382 732.
- BRIEF FINANCIALS OF THE COMPANY The brief audited financial information of the Company (Standalone) for the last three financial years ending March 31,
- 2014, 2015, 2016 and unaudited financials for the nine months ended December 31, 2016 is given below **Particulars** For Nine months ended | F.Y. 2015-16 | F.Y. 2014-15 F.Y. 2013-14 December 31, 2016 (Audited) (Audited) (Audited) 4,754.43 1,240.67 6,746.33 Revenue from operations

Total Income	7447.34	9,313.13	8,674.49	5,995.10
Total Expenses	4836.49	8,504.00	7,335.00	5,801.68
Depreciation and Amortization	186.13	220.21	240.42	147.05
Financial Cost	519.38	997.35	1,064.73	381.29
Provision for Diminution in value of Investment	(494.64)	0.00	0.00	0.00
Profit before tax	1410.71	(408.43)	34.34	(334.92)
Add: Exceptional Items	-	-	•	13,680.35*
Less: Tax Expenses: (Add) Deferred Tax	-	41.69	292.61	(251.08)
Net profit/(Loss) after tax	1410.71	(366.74)	(258.27)	13,596.52
Equity share capital	1366.00	1.366.00	1,515.53	1,594.06
Reserves & surplus	24972.33	23,561.62	26,288.84	27,683.63
Net worth	26338.33	24 927 62	27 804 37	29 277 69

Total debt Income from Slump Sale of Business Key Ratios:

F.Y. 2014-15 F.Y. 2013-14 Particulars For Nine months F.Y. 2015-16 ended December (Audited) (Audited) 31, 2016 (Unaudited) Earnings per share (Rs.) Book value per share (Rs.) (1.47) 46.44 Return on net worth (%) (0.93)Debt-equity ratio

1083.65

10,925.06 11,084.64

8,152.09

^Figures for nine months ended December 31, 2016 are not annualized.								
The key ratios have been con	he key ratios have been computed as follows:							
Key Ratios								
Earnings per share (Rs)	Profit after tax/Number of equity shares							
Book value per share (Rs)	Net worth (excluding revaluation reserve)/Number of equity shares							
Return on net worth (%)	Profit after tax/Net worth (excluding revaluation reserve) *100							
Dobt oquity ratio	Total dobt/Not worth (excluding revaluation recenves)							

ESCROW ACCOUNT:

- Towards security for performance of its obligations and in compliance with Regulation 15B of the Buyback Regulations, the Company has opened an escrow account in the name and style "Gujarat Apollo Industries Limited – Escrow Account") bearing account number 5750000004642 with HDFC Bank, Navrangpura Branch, Ahmedabad ("Escrow Account"). The Company has deposited a sum of Rs. 6.00 Crores (Rupees Six Crores Only) being 25% of the Maximum Buyback Size in the Escrow Account, PL Capital Markets Pvt. Ltd. ("Manager to the Buyback") being the Manager to this buyback offer is empowered by the Company to operate the Escrow Account in accordance with the Buyback Regulations
- The funds in the Escrow Account may be released for making payments to the shareholders subject to at least 2.50% of the Maximum Buyback Size remaining in the Escrow Account at all points in time If the Company is not able to complete the Buyback equivalent to Minimum Buyback Size, except for the reasons mentioned in Regulation 15B (8) of the Buyback Regulations, the amount held in Escrow Account (upto a maximum of
- 2.50% of the Maximum Buyback Size), shall be liable to be forfeited and deposited in the Investor Protection and Education Fund of SEBI in compliance with the provisions of the Buyback Regulations. The balance lying to the credit of the Escrow Account may be released to the Company on completion of the Buyback.
- LISTING DETAILS AND STOCK MARKET DATA The Equity Shares are listed on BSE and NSE with effect from February 5, 2001 and July 4, 2007 respectively.
- The high, low and average market prices of the Equity Shares for the preceding three Financial Years and the monthly high, low and average market prices for the six months preceding the date of this Public Announcement and their corresponding volumes on BSE and NSE are as follows: RSE

Period	High	Date of	No. of Equity	Low	Date of	No. of Equity	Average	Total Volume
	(Rs.)	High	Shares traded	(Rs.)	Low	Shares traded	Price	traded in
			on that Day			on that Day	(Rs.)*	that period
	Preceding 3 Financial Years							
F.Y. 2016-17	180.60	9/02/2017	1,92,513	118.00	16/05/2016	811	140.86	11,67,847
F.Y. 2015-16	153.60	15/04/2015	13,468	110.00	25/08/2015	2,638	135.54	19,79,925
F.Y. 2014-15	164.40	12/01/2015	91,291	107.55	30/4/2014	9,726	131.53	34,46,247
			Pre	ceding 6	Months			
March 2017	153.00	21/03/2017	18,157	136.50	02/03/2017	5,310	144.40	97,011
February 2017	180.60	9/02/2017	1,92,513	136.55	1/02/2017	2,172	165.52	3,66,856
January 2017	145.00	5/01/2017	4,612	132.15	2/01/2017	863	139.91	35,597
December 2016	136.40	9/12/2016	1,003	126.35	1/12/2016	809	132.27	68,377
November 2016	136.90	17/11/2016	1,127	120.00	9/11/2016	2,545	131.62	95,558
October 2016	134.10	27/10/2016	9,851	121.15	3/10/2016	80	129.93	89,100
*Weighted Avera	age Mark	et Price (Tota	al Turnover/Total	Traded Qu	ıantity) for all tı	rading days durin	g the perio	d

Source: www.bseindia.com F.Y.: Financial Year

Period	High (Rs.)	Date of High	No. of Equity	Low (Rs.)	Date of Low	No. of Equity	Average Price	Total Volume
			Shares			Shares	(Rs.)*	traded in
			traded on			traded on		that period
			that Day			that Day		
				ing 3 Financi				
F.Y. 2016-17	179.75	9/02/2017	5,52,012	114.20	21/09/2016	2,174	149.99	18,58,162
F.Y. 2015-16	153.40	13/04/2015	1,30,791	110.40	1/10/2015	21,269	137.11	24,21,524
F.Y. 2014-15	164.50	12/01/2015	1,78,668	107.30	30/04/2014	10,940	132.64	52,51,729
			Pre	ceding 6 Mo	nths	•		•
March 2017	153.35	21/03/2017	32,891	137.10	02/03/2017	11,468	143.57	2,12,060
February 2017	179.75	9/02/2017	5,52,012	135.50	1/02/2017	586	166.34	9,54,749
January 2017	145.00	30/01/2017	930	132.00	3/01/2017	545	138.95	61,210
December 2016	138.45	12/12/2016	832	127.45	28/12/2016	1,237	132.50	52,453
November 2016	137.75	18/11/2016	2,220	121.70	9/11/2016	1,315	131.75	61,480
October	135.70	30/10/2016	290	121.10	3/10/2016	989	130.79	88,968

*Weighted Average Market Price (Total Turnover/Total Traded Quantity) for all trading days during the period

Source: www.nseindia.com F.Y.: Financial Year

- There has been no change in the equity share capital of the Company including by way of bonus issue, rights issue or consolidation of Equity Shares during the period for which data has been disclosed in the tables above except
 - a. The Company had made its first buyback offer from Open market through Stock Exchange route in the year 2014. The said buyback started on February 4, 2014 and closed on June 30, 2014. The Company had bought back 14,19,673 Equity Shares and all the said equity shares that were bought back were extinguished in terms of the Buyback Regulations.
 - b. The Company had made its Second buyback offer from Open market through Stock Exchange route in the year 2015 16. The said buyback started on November 30, 2015 and closed on February 15, 2016. The Company had bought back 14,95,327 Equity Shares and all the said equity shares that were bought back were extinguished in terms of the **Buyback Regulations**

c. Stock I	Price Data for relevant dates						
Date	Description		BSE		NSE		
		High	Low	Closing	High	Low	Closing
		(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)
April 10,2017	Day on which Notice of Board Meeting to	159.90	155.00	159.50	158.00	153.60	157.35
	consider Buyback Proposal						
April 12,2017	Trading day Prior to Board	173.90	168.90	171.35	173.90	169.00	171.05
	Meeting to consider Buyback Proposal						
April 13,2017	Board Meeting day	173.75	165.30	166.95	173.00	166.90	167.45
April 17,2017	First Trading Day post Board Meeting day	178.80	171.30	172.25	179.00	172.00	173.60
(Source: www.b	seindia com and www nseindia com)						

PRESENT EQUITY CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

9.1 The share capital of the Company as on March 31, 2017 is as under:	
Particulars	Amount (Rs.)
Authorized Capital	
2,00,00,000 Equity Shares of Rs. 10 each	20,00,00,000
Issued Subscribed and Paid-up	
1,36,60,000 Equity Shares of Rs. 10 each	13,66,00,000
Note: There are no partly paid-up Equity Shares and no convertible instruments outstanding as on Ma	arch 31 2017 and as on the

date of this Public Announcement 9.2 The shareholding pattern of the Company before (as on April 7, 2017) and after the proposed Buyback is expected to be

	Category of the Shareholder	Pre B	uyback	Post I	Buyback#
		No. of Equity	Shares as a % of	No. of Equity	Shares as a % of
		Shares	total No. of Equity	Shares	the total No. of
			Shares		Equity Shares
	Promoter and Promoter Group	82,41,897	60.34	82,41,897	66.52
	Foreign Portfolio Investors/	187	0.00	_	
	Financial Institutions/Banks/)	
	Mutual Funds				
	Bodies Corporate	10,18,813	7.45	41,48,262	33.48
	Individual Shareholders/	43,99,103	32.31] [
f	Clearing members/HUFs/				
	Non-Resident Indians/Others				
f	Total	1,36,60,000	100.00	1,23,90,159	100.00

The Post Buyback shareholding has been calculated on the assumption that 12.69,841Equity Shares; upon the ful utilization of the Maximum Buyback Size (Rs 24.00 crores) for purchase of all shares at the Maximum Buyback Price (Rs 189) will be bought back by the Company. The Post Buyback shareholding may differ depending upon the actual number of Equity Shares bought back.

- 9.3 Pursuant to the proposed Buyback of Equity Shares and depending on the response to the Buyback Offer, the voting rights of the Promoters in the Company may increase by over 5% of the outstanding equity capital (assuming that the entire 12,69,841 Equity Shares are bought back). The Promoters of the Company are already in control over the Company and therefore such further increase in voting rights of the Promoters will not result in any change in control over the Company, Further, the Promoters who are Directors of the Company, in their capacity as Directors, had abstained from voting on the resolution at the Board of Directors meeting held on April 13, 2017 where the proposal for Buyback was passed under sections 68, 69 and 70 of the Companies Act. Therefore, in terms of regulation 10(4)(c) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, despite the increase in voting rights of the Promoters by over 5%, the Promoters are exempt from an obligation to make an open offer under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. Moreover, such increase in Promoters holding will be consequential and indirect in nature and the resultant holding of the Promoters after the Buy Back offer shall be within the maximum limit of 75% for non public shareholding in the Company as prescribed under Regulation 38 of the LODR read with the Securities Contracts (Regulations) Rules, 1957
- Please refer para 1.7 of this PA for the details of the aggregate shareholding of the promoters and of the directors of
- the promoters, where the promoter is a company and of persons who are in control of the Company. Please refer para 1.8 of this PA for the details of the Equity Shares purchased or sold by the promoters or of the $directors\ of\ the\ promoters, where\ the\ promoter\ is\ a\ company\ or\ of\ persons\ who\ are\ in\ control\ of\ the\ Company\ during$

the period of twelve months preceding the date of the Board Meeting MANAGEMENT DISCUSSION AND ANALYSIS ON LIKELY IMPACT OF THE BUYBACK ON THE COMPANY

- The Buyback is not likely to cause any material impact on the profitability of the Company, except the loss of income
- if any, on the amount of cash to be utilized for the Buyback. 10.2 The Buyback will optimize returns to the Shareholders and enhance overall Shareholder value 10.3 As per Regulation 15(b) of the Buyback Regulations, the Buyback of Equity Shares shall not be made from the
- Promoters of the Company. The shareholding/voting rights of the Promoters as a result of the Buyback may increase from 60.34 % of the total paid up share capital of the Company, as explained in para 9.2 and 9.3 of this Public 10.4 The Buyback of Equity Shares will not result in a change in control of the Company or otherwise affect the existing
- management structure of the Company.
- 10.5 Consequent to the Buyback and based on the number of Equity Shares bought back from the non-residen shareholders, non-resident Indian (NRI) shareholders, foreign institutional investors, Indian financial institutions, banks, mutual funds and the public including other bodies corporate, the shareholding pattern of the Company may undergo a consequential change. 10.6 The debt-equity ratio post the Buyback will be below the maximum allowable limit of 2:1 set by the Companies Act.
- 10.7 The Company shall not withdraw the Buyback Offer after this Public Announcement is made.
- 10.8 It is confirmed that in terms of Regulation 19(2) of the Buyback Regulations, there is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act outstanding as on the date of this Public Announcement 10.9 In compliance with Regulation 19(1)(b) of the Buyback Regulations, the Company shall not issue any Equity Shares
- or other specified securities, including by way of bonus Equity Share till the date of the closure of the Buyback made under the Buyback Regulations. 10.10 In compliance with the provisions of regulation 19(1)(f) of the Buyback Regulations, the Company shall not raise further capital for a period of one year from the closure of the Buyback, except in discharge of its subsisting

STATUTORY APPROVALS

11.1 Pursuant to Sections 68, 69, 70, and all other applicable provisions of the Act and applicable rules there under and the provisions of the Buyback Regulations and Article 13A of the Articles of Association of the Company, the Company has obtained approval from the Board of Directors as mentioned in para 1.1 for this Buyback.

- 11.2 The Buyback Offer to each shareholder is subject to all statutory consents and approvals as may be required by such shareholder under applicable laws and regulations. The shareholders shall be solely responsible for obtaining all such statutory consents and approvals (including, without limitation the approvals from the Reserve Bank of India, if any) as may be required by them in order to sell their Equity Shares to the Company pursuant to the Buyback Offer. Shareholders may be required to provide copies of all such consents and approvals obtained by them to the Appointed Broker
- 11.3 The Buyback Offer shall be subject to such necessary approvals as may be required, and the Buyback from overseas corporate bodies and other applicable categories shall be subject to such approvals of the Reserve Bank of India, if any, under the Foreign Exchange Management Act, 1999 and the rules and regulations framed there under
- 11.4 To the best of the knowledge of the Company, no other statutory approvals are required by it for the Buyback as on the date of this Public Announcement. Subject to the obligation of the shareholders to obtain the consents and approvals necessary for transfer of their Equity Shares to the Company as set out in Paragraph 11.2 above, the Company shall obtain such approvals as may be required from any other statutory authorities including RBI, if any, from time to time for completion of the Company's obligations in relation to the Buyback... COMPLIANCE OFFICER AND INVESTOR SERVICE CENTRE

In case of any query, clarification or for redressal of grievances, a Shareholder may contact Ms. Neha Chikani Shah,

Company Secretary & Compliance Officer, Gujarat Apollo Industries Limited, "Parishram", 5-B, Rashmi Society, Near Mithakhali Six Roads, Navrangpura, Ahmedabad- 380009; Tel: +91-79-2644 4597/98; E-mail: cs@gapollo.net from Monday to Friday (except Public Holidays) between 11.00 a.m. to 5.00 p.m. Ms. Neha Chikani Shah, Company

MANAGER TO THE BUYBACK

Secretary has been appointed as the Compliance Officer for the Buyback.



PL CAPITAL MARKETS PVT. LTD. 3rd Floor, Sadhana House, 570, P.B.Marg, Worli, Mumbai – 400 018; **Tel**:+91 - 22 - 6632 2222; Fax:+91-22 -6632 2229; Website: www.plindia.com; Email: gujaratapollo@plindia.com; Contact person: Mr. Bhavin Shah SEBI Registration No.: INM000011237

14. DIRECTORS RESPONSIBILITY

Managing Director

DIN: 00093332

Place: Ahmedahad

Date: April 24, 2017

As per Regulation 19(1)(a) of the Buyback Regulations, the Board of Directors of the Company accepts full responsibility for the information contained in this Public Announcement and for the information contained in all other advertisements, circulars, brochures, publicity materials etc. which may be issued in relation to the Buyback Offer and confirms that the information in such documents contain and will contain true, factual and material information and does not and will not contain any misleading information For and on behalf of THE BOARD OF DIRECTORS OF GUJARAT APOLLO INDUSTRIES LIMITED

Sd/-Sd/-Asit A. Patel Anilkumar T. Patel Neha Chikani Shah

Director

DIN: 00096307

Company Secretary & Compliance Officer Membership No. A-25420

Size 32.9 x 50 cm