

## **NOTICE**

Notice is hereby given that the Twenty First Annual General Meeting of the members of Apollo International Limited (“Company”) will be held as under:-

DAY	:	FRIDAY
DATE	:	30 <sup>TH</sup> SEPTEMBER, 2016
TIME	:	11:30 AM
PLACE	:	OFFICE NO. 303, THIRD FLOOR, DLF COURTYARD, SAKET, NEW DELHI – 110017

To transact the following businesses:-

### **ORDINARY BUSINESSES**

1. To receive, consider and adopt:-
  - (a) the audited financial statement of the Company for the financial year ended 31<sup>st</sup> March, 2016, the reports of the Board of Directors and Auditors thereon; and
  - (b) the audited consolidated financial statement of the Company for the financial year ended 31<sup>st</sup> March, 2016, the reports of the Auditors thereon.
2. To declare and confirm the Interim Dividend of Rs. 1/- (10 %) per share on 1,65,00,000 equity shares of Rs. 10/- each of the Company already paid as Dividend for the financial year ended on 31<sup>st</sup> March, 2016.
3. To appoint a Director in place of Mr. Naveen Kapur (DIN: 00024538), who retires by rotation and being eligible, offers herself for re – appointment.
4. To ratify the appointment of auditors and to fix their remuneration by passing the following resolution as an ordinary resolution with or without modification(s):-

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof), the appointment of M/s Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 008072S) which has been approved at the Annual General Meeting held on August 29<sup>th</sup>, 2014 for a term of 3 years, i.e. from the conclusion of the 19<sup>th</sup> Annual General Meeting until the conclusion of the 22<sup>nd</sup> Annual General Meeting, be and is hereby ratified from the conclusion of this 21<sup>st</sup> Annual General Meeting until the date of the next Annual General Meeting of the Company for auditing the financial statements of the Company the financial year 2016-17 and the Board of Directors/Audit Committee be and is hereby authorised to fix their remuneration plus travelling and other out of pocket expenses incurred by them in connection with statutory audit/tax audit under the Companies Act, 2013 and also such other remuneration, as may be decided to be paid by the Board/ Audit Committee, for performing other duties permissible under the Companies Act 2013 other than those referred to herein above.”

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The enclosed proxy form, if intended to be used, should reach the Registered Office of the Company duly completed at least 48 hours before the scheduled time of the meeting.

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights:

**Provided** that a member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

2. Members/Proxies are requested to deposit the enclosed attendance slip duly filled in and signed for attending the meeting.
3. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
4. The necessary disclosures pursuant to the Secretarial Standards on General Meeting (SS - 2) in respect of Mr. Naveen Kapur (DIN: 00024538), who retires by rotation and being eligible, offers himself for re – appointment are given as Annexure I to this notice.
5. The route map for the AGM venue is given as Annexure II to this notice.

Place: Gurgaon  
Date: 5<sup>th</sup> September,2016

**By order of the Board  
For Apollo International Limited**

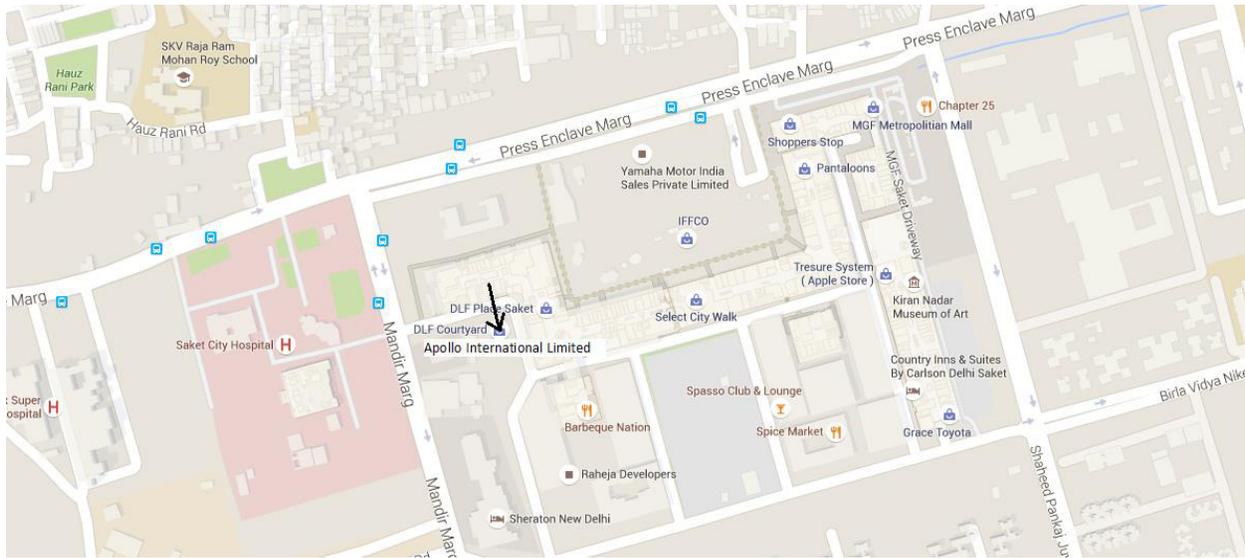
Sd/-  
**(Rahul Agarwal)**  
**Company Secretary**  
Address: House No. 469, 2<sup>nd</sup> Floor,  
Sector- 5, Gurgaon, 122001 (Haryana)  
ICSI Membership No.: A22025

## Annexure – I

The necessary disclosures pursuant to the Secretarial Standards on General Meeting (SS - 2), with respect to item no. 3 are given below:-

S. No.	Particulars	Details
1	Name	Mr. Naveen Kapur
2	Age	58 years
3	Qualifications	Mr. Naveen Kapur has graduated in Economics from St. Stephens, (University of Delhi) and has a management degree from Faculty of Management Studies, University of Delhi. Mr. Naveen Kapur also holds a Bachelor of Law (LL.B) degree from University of Delhi and a diploma in International Trade from Indian Institute of Foreign Trade (IIFT), Delhi.
4	Experience	38 years
5	Terms and conditions of appointment or re-appointment	Liabile to retire by rotation
6	Details of remuneration sought to be paid	Not Applicable as Mr. Kapur is only retiring by rotation and seeking re-appointment.  The remuneration of Mr. Kapur already approved from the shareholders in the extra ordinary general meeting held on 18 <sup>th</sup> May,2015, at the time of his re-appointment for a period of three years.
7	Remuneration last drawn by such person	Rs. 3.44 Cr for FY 2015-2016.
8	Date of First appointment on the Board	Whole Time Director with effect from 1 <sup>st</sup> April, 2012.
9	Shareholding with the Company	Nil
10	Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None
11	Number of the Board Meeting attended during the year	4
12	Other Directorships, Membership/ Chairmanship of Committees of the other Boards	<ol style="list-style-type: none"> <li>1. Artemis Medicare Services Ltd.,</li> <li>2. Artemis Health Sciences Ltd.,</li> <li>3. Classic Retreading Pvt. Ltd.,</li> <li>4. Apollo International Proex Limited</li> </ol>

**Route map of Annual General Meeting Venue: Office No. 303, Third Floor, DLF  
Courtyard, Saket, New Delhi – 110017**





**ATTENDANCE SLIP**

**(TWENTY FIRST ANNUAL GENERAL MEETING HELD ON  
30<sup>TH</sup> SEPTEMBER, 2016)**

(Please fill in the Attendance Slip and hand it over at the entrance of the meeting hall)

**I/ we hereby record my presence in the Twenty First Annual General Meeting of Apollo International Limited**

<b>Date:</b>	30 <sup>th</sup> September, 2016	<b>Time :</b>	11:30 AM
<b>Place:</b>	Office No. 303, Third Floor, DLF Courtyard, Saket, New Delhi – 110017		

Please (√) in the box and fill the necessary details.

Member                   Proxy

<b>Regd. Folio</b>	
<b>Name of the Shareholder</b>	
<b>Name of the Proxy, if applicable</b>	
<b>Address of the Shareholder</b>	
<b>Number of Shares</b>	

<b>Signature of the Shareholder/ Proxy/Representative present</b>	
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**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: U74899DL1994PLC061080

Name of the company: Apollo International Limited

Registered office: Office No. 303, Third Floor, DLF Courtyard  
Saket, New Delhi – 110017

Name of the Member(s) :	
Registered Address :	
E Mail Id :	
Folio No /Client Id:	
DP ID :	

I/We, being the member(s) of ..... shares of the above named company, 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 attend and vote (on a poll) for me/us and on my/our behalf at the Twenty First Annual General Meeting of the Company, to be held on Friday, 30<sup>th</sup> day of September, 2016 at 11:30 a.m. at Office No. 303, Third Floor, DLF Courtyard, Saket, New Delhi – 110017 and at any adjournment thereof in respect of such resolutions as are indicated below:-

Resolution No.	Resolutions
<b>ORDINARY BUSINESSES</b>	
1	To receive, consider and adopt:-  (a) the audited financial statement of the Company for the financial year ended 31 <sup>st</sup> March, 2016, the reports of the Board of Directors and Auditors thereon; and  (b) the audited consolidated financial statement of the Company for the financial year ended 31 <sup>st</sup> March, 2016, the reports of the Auditors thereon.
2	To declare and confirm the Interim Dividend of Rs. 1/- (10 %) per share on 1,65,00,000 equity shares of Rs. 10/- each of the Company already paid as Dividend for the financial year ended on 31 <sup>st</sup> March, 2016.
3	To appoint a Director in place of Mr. Naveen Kapur (DIN: 00024538), who retires by rotation and being eligible, offers himself for re – appointment.
4	To ratify the appointment of auditors and to fix their remuneration.

Signed this ..... day of..... , 2016

Signature of shareholder.....

Signature of Proxy holder(s).....

Affix Revenue Stamp
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**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

# APOLLO INTERNATIONAL LIMITED

## BOARD'S REPORT

Dear Members,

Your Directors have pleasure in presenting the Annual Report together with the Financial Statement for the year ended on 31<sup>st</sup> March, 2016.

### FINANCIAL PERFORMANCE

(₹ in Crores)

Particulars	For the Financial Year ended on <u>31<sup>st</sup> March, 2016</u>	For the Financial Year ended on <u>31<sup>st</sup> March, 2015</u>
Profit before tax	9.06	1.10
Less: Provision for Tax (Net of MAT credit and prior years)	2.22	(3.12)
Profit after Tax	6.84	4.22
Add: Surplus brought forward	100.91	96.69
Profit available for Appropriation	107.75	100.91
<b>Appropriations :</b>		
General Reserve	NIL	NIL
Dividend to Equity Shareholders	1.65	NIL
Dividend Tax	0.34	NIL
Balance carried forward	105.76	100.91
	100.91	100.91

### BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR/STATE OF COMPANY'S AFFAIRS

During the financial year ended on 31<sup>st</sup> March, 2016 sales and other income amounted to ₹ 436.57 Crores as against ₹ 378.12 Crores during the previous financial year. Profit before Taxation for the financial year ended on 31<sup>st</sup> March, 2016 was ₹ 9.06 Crores as against ₹ 1.10 Crores in previous financial year. Reserves as on 31<sup>st</sup> March 2016 stand at ₹ 124.53 Crores as against the paid up Equity Capital of ₹ 16.50 Crores.

Your Company's Tyre Business through its subsidiary i.e. Apollo International FZC, Sharjah, has been able to achieve a respectable profit & turnover during the financial year 2015-16 inspite of challenging business environment and a dramatic fall in prices across the world. Sales in terms of quantity has increased despite the fact that demand in most big markets has come down and customers are working on lowest possible stock levels.

Your Company's Leather Division improved upon the last year's performance and closed the financial year with revenues of ₹ 115.05 Crores and profit of ₹ 13.61 Crores. Our strategy of working with brands having their own retail/wholesale is paying us rich dividends.

The division's order book is healthy and we expect to achieve our targets for the financial year 2016-17 barring any violent currency fluctuations due to Brexit. The margins will be under pressure due to a slump in retail sales in Europe. We are amongst a handful of Indian leather companies who have shown an increase in both the top and bottom line. It is also a matter of great pride that our quality standards are being quoted as an industry benchmark.

We will be expanding our production capacities and further streamlining processes to achieve higher efficiency levels. In coming year 2016-17 we also intend to introduce a new product line.

Your Company's International Business Division ("IBD") is engaged in providing end to end solution encompassing various sectors like Agriculture, Infrastructural Development, Healthcare, Industrial Projects, Equipment & Raw materials, Education and Vocational Training, Skill Development, Defense Paraphernalia etc. IBD Division undertakes EPC projects, project exports, plant and machinery, equipment, raw material and supplies for the above sectors.

During the financial year under review, IBD Division closed the financial year with revenues of Rs. 162.00 Crores. Product mix included supplies as well as turnkey projects like Setting up of Sugar Processing Facility, Setting up of Strategic Fuel Reserves Facilities, Supply of Transformers and other substation equipment , transportation equipment .

Many new markets were explored for development of business in the areas where funding is available under the Line of Credit from Government of India or other bilateral funding institutions like World Bank, Africa Development Bank, MCA, UN, etc. The Division had been awarded a contract for the drip irrigation in Honduras in October 2015 whose signing has been delayed and finally signed on 2<sup>nd</sup> August 2016.

## **RESERVES**

No amount was proposed to be transferred to the reserves for the financial year under review.

## **DEPOSITS**

The Company did not accept any deposit in or without compliance of Chapter V of the Companies Act, 2013.

## **DIVIDEND**

Your Directors are pleased to recommend for your approval a dividend of 10% on equity shares, already paid as interim dividend during the financial year, to be treated and declared as final dividend.

## **TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

There is no amount that is due to be transferred as unclaimed dividend to Investor Education and Protection Fund during the financial year under review.

## **MATERIAL CHANGES AND COMMITMENT**

There have been no material changes and Commitments affecting the financial position of the company between the end of the financial year i.e. 31<sup>st</sup> March, 2016 and the date of this report.

## **SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNAL**

During the year under review, there was no significant and material order passed by regulators or courts or tribunals impacting the going concern status and company's operations in future.

## **EXPLANATION ON COMMENTS GIVEN BY AUDITOR/ COMPANY SECRETARY IN PRACTICE IN HIS REPORT**

There are no comments of Auditors which require explanation in Board's Report.

As per the provisions of Section 204 of the Companies Act, 2013, the Secretarial Audit Report given by M/s P I & Associates, Company Secretaries, the Secretarial Auditors of the Company for the Financial Year 2015 – 2016 is given as Annexure – I to this report.

There are no qualifications or observations made by M/s P I & Associates, Company Secretaries, the Secretarial Auditors of the Company in its report which require explanation in Board's Report.

## **SUBSIDIARY, ASSOCIATE AND JOINT VENTURE COMPANIES**

During the year under review, the Company has entered into a Joint Venture Agreement dated 18<sup>th</sup> September, 2015, through a strategic alliance with Lycos Internet Limited "LYCOS", a company having expertise in digital marketing, online media and creating digital platforms headquartered at Hyderabad. The joint venture will utilize technology capabilities of LYCOS to create online platforms and digital marketing whereas Apollo's capabilities will be utilized to provide logistic solutions to support the transactions happening over the platforms. As per the said joint venture agreement a new Company with the name Apollo Lycos Netcommerce Limited ("Apollo Lycos"), has been incorporated with the Registrar of Companies, NCT of Delhi & Haryana on 26<sup>th</sup> October, 2015. Your Company holds 51 % of equity & LYCOS holds 49 % of equity in Apollo Lycos. Accordingly, Apollo Lycos has become a subsidiary of the Company with effect from 26<sup>th</sup> October, 2015.

During the year under review, your company's investment in Apollo Logisolutions Limited ("ALS") diluted from 81.35 % to 74.84% due to fresh allotment of shares in ALS. However, ALS continued to be a subsidiary of your Company during the financial year under review.

During the year under review, the ALS entered into a Joint Venture Agreement dated 18<sup>th</sup> September, 2015, through a strategic alliance with JRC Resources Private Limited (JRC), a logistics & transportation company based out of Odisha, for development, management and operations of Rail-

linked Private Freight Terminal cum ICD near Paradip Port. As per the said joint venture agreement a new Company with the name East Coast Logipark Private Limited (“East Coast”), has been incorporated with the Registrar of Companies, Odisha on 14<sup>th</sup> October, 2015. ALS holds 65 % of equity & JRC holds 35 % of equity in East Coast. Accordingly, East Coast has become a subsidiary of ALS and your Company with effect from 14<sup>th</sup> October, 2015.

During the year under review, Apollo Clarion Logistics Consultancy FZCO, Silicon Oasis, Sharjah (“FZCO”), a subsidiary of your Company through ALS, acquired 100 % of share capital of Clarion Logistics Holding Singapore Ltd., Singapore on 1<sup>st</sup> April, 2015 thereby making it a subsidiary of FZCO, ALS and your Company with effect from the said date. Further, Clarion Logistics Holding Singapore Ltd., holds 99.99 % of share capital of Clarion International Freight & Logistics Sdn. Bhd., Malaysia. Hence, subsequent to the acquisition of 100 % of share capital of Clarion Logistics Holding Singapore Ltd., Singapore by FZCO on 1<sup>st</sup> April, 2015, Clarion International Freight & Logistics Sdn. Bhd., Malaysia, has also become the subsidiary of FZCO, ALS and your Company with effect from the said date i.e. 1<sup>st</sup> April, 2015.

During the year under review, Kailash Shipping Services Private Limited (“KSS”), a subsidiary of the Company through ALS incorporated a new Company with the name ALS Tuticorin Terminal Private Limited (“ALS Tuticorin”), on 18<sup>th</sup> March, 2016. Later on 11<sup>th</sup> April, 2016, KSS entered into a Joint Venture Agreement with Janaki Traders to build a container freight station facility at Tuticorin and ALS Tuticorin became the Joint Venture Company under the Agreement. As per the Agreement, KSS transferred its 30 % shares in ALS Tuticorin to Janaki Traders and continue to hold 70% shares.

On 11<sup>th</sup> April, 2016, Kailash Shipping Services Private Limited (“KSS”), a subsidiary of your Company through ALS acquired a majority stake in Wi-Fin Technologies India Private Limited, a Chennai based boutique IT Solutions provider. The acquisition is a part of our growth strategy to enhance IT capabilities and provide next generation technology based logistics solutions to our clients.

During the year under review, Apollo Fiege Integrated Logistics Private Limited (“AFIL”), a subsidiary of your Company through ALS has divested its entire stake of 60% in the company named AF Ferrari Secure Logitech Private Limited (“AFF”), on 4<sup>th</sup> January, 2016. Accordingly, AFF ceased to be the subsidiary of AFIL, ALS and your Company with effect from the said date i.e. 4<sup>th</sup> January, 2016.

The statement containing the salient features of the financial statements of the subsidiary and associate companies including performance and financial position of each of the subsidiary and associate company (except for ALS Tuticorin, as in accordance with the provisions of the Companies Act, 2013, the first financial year of ALS Tuticorin shall end on 31<sup>st</sup> March, 2017), pursuant to provisions of section 129(3) of the Act, in Form AOC-I is annexed to this report as Annexure - II.

## **ADEQUACY OF INTERNAL FINANCIAL CONTROLS**

Your Company has identified internal financial controls which impacts the financial statements and adopted the procedures for ensuring adherence to applicable laws, 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 disclosures. The financial controls are tested for operating effectiveness through management ongoing monitoring and review process and independently by internal audit. In our view the internal financial controls effecting the financial statements are adequate and are operating effectively.

## ANNUAL RETURN

In accordance with Section 134(3)(a) of the Companies Act, 2013, an extract of Annual Return in the prescribed Form MGT-9, is appended as Annexure – III to the Board’s report.

## LOANS, GUARANTEES OR INVESTMENTS

The loans and guarantees given, securities provided and investments made (as applicable) under the provisions of Section 186 of the Companies Act, 2013 during the year under review, are given under notes to the Financial Statement.

## RELATED PARTY TRANSACTIONS

None of the transactions with related parties falls under the scope of section 188(1) of the Companies Act, 2013. Information on transactions with related parties pursuant to section 134 (3) (h) of the Companies Act, 2013 read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in prescribed Form AOC-II, appended as Annexure IV to the Board’s report.

## BOARD OF DIRECTORS

Your Board comprises of following Directors:-

Mr. Raaja Kanwar	–	Vice Chairman & Managing Director
Mr. Naveen Kapur	–	Whole Time Director
Mr. Vivek Bharati	–	Independent Director
Mr. U. S. Anand	–	Independent Director
Ms. Shivi Mohan Rastogi	–	Director

Mr. Naveen Kapur will retire by rotation at the ensuing Annual General Meeting, being eligible offers himself/herself for re-appointment.

Mr. Vivek Bharati and Mr. U. S. Anand continue to act as Independent Directors of the Company for their first term of five consecutive years with effect from 26<sup>th</sup> February, 2015 and ending on 25<sup>th</sup> February, 2020.

## NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW

The Board of Directors met four times during the year under review. These meetings were held on 18<sup>th</sup> May, 2015, 10<sup>th</sup> September, 2015, 14<sup>th</sup> December, 2015 and 7<sup>th</sup> March, 2016. The numbers of Board Meetings attended by each Director are as given below:-

NAME OF DIRECTOR	NUMBER OF MEETINGS	
	HELD DURING THE TENURE	ATTENDED DURING THE TENURE
Mr. Raaja Kanwar	4	3
Mr. Naveen Kapur	4	4
Mr. Vivek Bharati	4	4
Mr. U. S. Anand	4	4
Ms. Shivi Mohan Rastogi	4	3

## CHANGES IN WHOLE TIME KEY MANGERIAL PERSONNEL

During the year under review, Mr. Rakesh Gupta resigned as Company Secretary and Whole Time Key Managerial Personnel of the Company pursuant to the provisions of Section 203 of the Companies Act, 2013 with effect from 7<sup>th</sup> March, 2016.

During the year under review, Mr. Rahul Agarwal was appointed as Company Secretary and Whole Time Key Managerial Personnel of the Company pursuant to the provisions of Section 203 of the Companies Act, 2013 with effect from 7<sup>th</sup> March, 2016.

## CONSTITUTION OF AUDIT COMMITTEE

The Board of Directors has constituted an Audit Committee. The terms of reference of the Audit Committee covers the areas as contemplated under section 177 of the Companies Act, 2013. During the year under review, there was no change in the composition of the Committee and it comprises of following three members:-

SI No.	Name of the Members	Designation	Category
1.	Mr. Vivek Bharati	Chairman	Independent Director
2.	Mr. Raaja Kanwar	Member	Executive Director
3.	Mr. U. S. Anand	Member	Independent Director

The numbers of Audit Committee Meetings attended by each Committee Member are as given below:-

NAME OF THE AUDIT COMMITTEE MEMBER	NUMBER OF MEETINGS	
	HELD DURING THE TENURE	ATTENDED DURING THE TENURE
Mr. Raaja Kanwar	3	3
Mr. Vivek Bharati	3	3
Mr. U. S. Anand	3	3

## CONSTITUTION OF NOMINATION AND REMUNERATION COMMITTEE

The Board of Directors has constituted a Nomination and Remuneration Committee. The terms of reference of the Nomination and Remuneration Committee covers the areas as contemplated under section 178 of the Companies Act, 2013. During the year under review, there was no change in the composition of the Committee and it comprises of following three members:-

SI No.	Name of the Members	Designation	Category
1.	Mr. Vivek Bharati	Chairman	Independent Director
2.	Mr. U. S. Anand	Member	Independent Director
3.	Ms. Shivi Mohan Rastogi	Member	Non- Executive Director

The numbers of Nomination and Remuneration Committee Meetings attended by each Committee Member are as given below:-

NAME OF THE NOMINATION AND REMUNERATION COMMITTEE MEMBER	NUMBER OF MEETINGS	
	HELD DURING THE TENURE	ATTENDED DURING THE TENURE
Mr. Vivek Bharati	3	3
Mr. U. S. Anand	3	3
Ms. Shivi Mohan Rastogi	3	3

## **INDEPENDENT DIRECTORS DECLARATION**

In terms of provisions of Section 149 (7) of the Companies Act, 2013, the Independent Directors of the Company had given declarations that they meet the criteria of independence as provided in sub-section 6 of the Section 149 of the Companies Act, 2013.

## **COMPANY'S POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION**

Pursuant to the provisions of the Section 178 (1) of the Companies Act, 2013, the Board of Directors has constituted Nomination and Remuneration Committee. A Nomination and Remuneration Policy of the Company has also been laid down and approved by the Nomination and Remuneration Committee and the Board. The said policy lays down the criteria for the appointment of Directors, Key Managerial Personnel and Senior Management Personnel. The said policy also specifies the appointment and remuneration including criteria for determining qualification, term/tenure, positive attributes, independence of Directors, criteria for performance evaluation of Executive and Non-executive Directors (including Independent Directors), removal, policy on Board diversity, Directors and Officers' Insurance and other matters as prescribed under the provisions of the Companies Act, 2013. The said policy of the Company is attached as Annexure- V to this report.

## **BOARD PERFORMANCE EVALUATION**

As the company is neither a listed company nor a public company having paid up share capital of rupees twenty five crores or more at the end of the preceding financial year, therefore the company is not required to provide a statement indicating the manner in which formal annual evaluation has been made by the Board of its own performance and that of its committees and individual directors.

## **AUDITORS**

In the nineteenth Annual General Meeting of the Company held on 29<sup>th</sup> August, 2014, M/s Deloitte Haskins & Sells, Chartered Accountants (Firm Registration Number: 008072S) were appointed as Statutory Auditor of the Company from conclusion of the 19<sup>th</sup> Annual General Meeting until the conclusion of 22<sup>nd</sup> Annual General Meeting of the Company for auditing the accounts of the Company for the financial years 2014-2015 to 2016-17, subject to ratification by the members at each Annual General Meeting. In terms of the proviso of Section 139 of the Companies Act, 2013, the appointment of the auditors shall be placed for ratification at every Annual General Meeting. Accordingly, the appointment of M/s Deloitte Haskins & Sells, Chartered Accountants (Firm Registration Number: 008072S), as statutory auditors of the Company, is placed for ratification for the Financial Year 2016 – 2017 by the shareholders at the forthcoming Annual General Meeting.

## PARTICULARS OF EMPLOYEES

A statement giving particulars of employees as required by the provision of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time, forming part of this report is attached as Annexure - VI.

## CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 in respect of conservation of energy and technology absorption is not required to be furnished considering the nature of activities undertaken by the company during the year under review.

Foreign exchange earned in terms of actual inflows during the year and the Foreign Exchange Outgo during the financial year in terms of actual outflows:-

<b>PARTICULARS</b>	<b>For the Financial year 2015-2016 (₹ in Crores)</b>
<b>Foreign Exchange Earnings:</b>	
- On account of Export Sales FOB value	399.6
- Dividend	1.99
- Others	1.05
<b>Foreign Exchange Outgo:</b>	
- CIF Value of Imports	118.94
- Project Expenses	8.13
- Commission	1.06
- Other Expenses	3.18
- Travelling Expenses	3.13
- Salaries to overseas staff	1.88

## CORPORATE SOCIAL RESPONSIBILITY

The Board of Directors has constituted a Corporate Social Responsibility in accordance with the provisions of the Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014. The CSR Committee is responsible for formulating and monitoring the CSR policy of the Company. The Company has developed and implemented a well-defined policy on CSR as per the requirements of Section 135 of the Companies Act, 2013, which covers the CSR activities as prescribed under Schedule VII of the Companies Act, 2013. The copy of the said policy is available on the website of the Company at the following path:-

[www.apolloindia.com](http://www.apolloindia.com) → Policies → CSR Policy

During the year under review, there was no change in the composition of the Committee and it comprises of following three members:-

<b>SI No.</b>	<b>Name of the Members</b>	<b>Designation</b>	<b>Category</b>
1	Mr. Vivek Bharati	Chairman	Independent Director
2.	Mr. Raaja Kanwar	Member	Vice Chairman & Managing Director
3.	Mr. Naveen Kapur	Member	Whole Time Director

During the year under review, one meeting of Corporate Social Responsibility Committee was held on 7<sup>th</sup> March, 2016 which was attended by its all Committee Members.

## **CORPORATE SOCIAL RESPONSIBILITY ACTIVITY**

As part of its initiative under the CSR drive, during the year under review, the Company had spent an amount of ₹ 17.65 Lacs for extension of a school building at Panvel, Maharashtra.

The annual report on CSR activities pursuant to clause (o) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 9 of the Companies (Accounts) Rules, 2014 read with the rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 is set out as Annexure-VII to this report.

## **RISK MANAGEMENT POLICY**

Your company has always recognized risk management as an essential and internal part of doing day-to-day business operations. The company has a sound system of internal control which ensures compliance to internal processes, as well as with applicable laws and regulations. The Company also has a well-established independent in-house Internal Audit function that is responsible for providing assurance on compliance with operating system, internal policies and legal requirements, as well as, suggesting improvement to system and processes.

During the year under review, in order to make the existing risk management process more sound and effective your Company has formulated a robust risk management policy. The Risk Management Policy of the Company has been approved by Audit Committee and recommended by the Committee to the Board for its approval. The Board has also approved and adopted the Risk Management Policy as recommended by the Audit Committee.

## **WHISTLE BLOWER POLICY**

The Company has a “Whistle Blower Policy” for employees to report to the Audit Committee / Management instances of unethical behaviour, actual or suspected fraud or violation of the Company’s code of conduct or other policy. The said mechanism is available to all the employees of the Company and operating effectively. During the year under review, the Company has not received any complaint through such mechanism. The copy of the said policy is available on the website of the Company at the following path:-

[www.apolloindia.com](http://www.apolloindia.com) → Policies → Vigil Mechanism Policy

## **POLICY ON PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORKPLACE**

The Company has zero tolerance for sexual harassment at workplace and aims to provide protection to employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure. The Company has not received any complaint of sexual harassment during the year under review.

### **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirements under clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, the Board of Directors of the Company confirms:

- a) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) that the directors had 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 and loss of the company for that period;
- c) that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) that the directors had prepared the annual accounts on a going concern basis; and
- e) 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.

### **ACKNOWLEDGEMENTS**

The Directors are thankful to the investors, suppliers, customers and also all the bankers, vendors and other stakeholder for their valuable support, continued patronage and confidence in your Company. The Directors also record their appreciation for the contribution of the people across the organisation.

**For and on behalf of the Board of Directors**

DATE : 5<sup>TH</sup> SEPTEMBER, 2016  
PLACE : GURGAON

Sd/-  
**RAAJA KANWAR**  
VICE CHAIRMAN &  
MANAGING DIRECTOR  
DIN: 00024402  
Add: 1/30, Shanti Niketan,  
Near Moti Bagh,  
New Delhi-110021

Sd/-  
**NAVEEN KAPUR**  
WHOLE TIME DIRECTOR  
DIN: 00024538  
Add: D – 187, Ground Floor,  
Saket, New Delhi-110017

**ANNEXURE I TO THE BOARD'S REPORT FOR THE FY 2015-16**

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2016

*[Pursuant to section 204(1) of the Companies Act, 2013 and Rule no.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

**SECRETARIAL AUDIT REPORT**

For the Financial Year ended 31<sup>ST</sup> March, 2016

To,

The Members,

**Apollo International Limited**

(U74899DL1994PLC061080)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Apollo International Limited (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company, 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 31<sup>ST</sup> March, 2016, the Company has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent based on the management representation letter/ confirmation, 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 the Company for the financial year ended on 31<sup>ST</sup> March, 2016, according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; (**not applicable**)

- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; **(not applicable)**
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder 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; **(not applicable)**
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; **(not applicable)**
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(not applicable)**
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(not applicable)**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(not applicable)**
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993; **(not applicable)**
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and **(not applicable)**
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(not applicable)**
- (vi) We have relied on the representation made by the Company and its officers for system and mechanism framed by the Company for compliances under other the following applicable Act, Laws & Regulations to the Company:
- Employees Provident Fund and Miscellaneous Provisions Act, 1952 and Provisions of Employee State Insurance Act, 1948
  - Workmen's Compensation Act, 1923, Equal Remuneration Act, 1976 and all other allied labour laws, as informed/ confirmed to us;
  - Income Tax Act 1961
  - Prevention of Money Laundering Act 2002.
  - Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

- Reserve Bank of India Act, 1934 and rules, regulations, circulars, notifications issued by Reserve Bank of India from time to time for Non-Banking Financial Companies.
- Maternity Benefits Act, 1961.
- Contract Labour (Regulation and Abolition) Act, 1970.
- Minimum Wages Act, 1948.
- Payment of Wages Act, 1936.
- Payment of Bonus Act, 1965.
- Payment of Gratuity Act, 1972.
- Industrial Dispute Act, 1947.
- Industrial Employment (Standing Order) Act, 1946.
- Delhi Shops and Commercial Establishment Act, 1954.
- The Bombay Labour Welfare Fund Act, 1953 (Bombay Act XL of 1953) as extended to the Union Territory of Delhi.
- Child Labour (Prohibition and Regulation) Act, 1986.
- Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959.
- Inter-state Migrant Workmen (Regulation of Employment & Conditions of Service) Act, 1979.
- The Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996.
- Apprentices Act, 1961.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with the Stock Exchange(s), if applicable.  
*(Not Applicable)*

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

**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.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**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 the company no 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 has occurred.

**For PI & Associates,  
Company Secretaries**

**Sd/-**

**Partner**

**(Nitesh Latwal)**

**ACS No.: 32109**

**C P No.: 16276**

Place: New Delhi

Date: 20<sup>th</sup> May, 2016

*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”**

The Members,

**Apollo International Limited**

(U74899DL1994PLC061080)

Our Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial records 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 processes 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 processes 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. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulation and happening of events etc.
5. The Compliance of the provisions of corporate and other applicable laws, rules, regulations, standards are the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For PI and Associates,  
Company Secretaries**

**Sd/-**

**Partner**

**Nitesh Latwal**

ACS No.: 32109

C P No.:16276

**Place: New Delhi**

**Date: 20<sup>th</sup> May, 2016**

**Form AOC-I**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)  
Statement containing salient features of the financial statement of subsidiaries / associate companies / joint ventures  
**Part - "A" - Subsidiaries**

(Amt in Rupees)

Sl. No.	Name of the subsidiary	The date since when subsidiary was acquired	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Share capital	Reserves & surplus	Total assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	Extent of shareholding (in percentage)
1	2	3		1	2	3	4	5	6	7	8	9	10	11	12
1	Adsal Exim Pvt Ltd	22/12/2014	No Difference	N.A	100,000	5,064,359	12,461,221	7,296,862	-	-	-212,784	17,524	-230,308	-	100%
2	Vinayak Infosys Pvt Ltd	20/06/2000	No Difference	N.A	1,500,000	897,080	8,787,316	6,390,236	-	-	471,077	180,875	290,202	-	Subsidiary through Cosmic Investment Ltd
3	Cosmic Investments Ltd	22/09/1998	No Difference	N.A	4,800,070	-587,359	27,625,661	23,412,950	21,943,600	-	-90,305	-	-90,305	-	100%
4	Apollo International Proex Ltd	13/05/2014	No Difference	N.A	10,000,000	-13,767,999	2,472,383	6,240,382	-	1,932,083	-7,647,444	-	-7,647,444	-	100%
5	Apollo International FZC, Sharjah	04/09/2002	No Difference	UAE Dirhams - @18.0153/INR	19,816,830	1,323,835,458	2,227,039,208	883,386,919	1,027,174,433	3,027,302,073	13,418,084	-	13,418,084	19,860,180	99.82%
6	Apollo International Pte Ltd, Singapore	16/05/2008	No Difference	USD - @66.26/INR	4,969,500	-59,934,953	20,355,403	75,320,856	-	186,589,021	-21,261,045	-	-21,261,045	-	100% holding with Apollo International FZC, sharjah
7	Apollo TTG East Africa Ltd., Uganda	23/04/2013	No Difference	Ush - @0.019650/INR	4,912,500	-30,019,187	104,037,161	129,143,848	-	122,870,782	-18,533,860	5,454,015	-23,987,875	-	99.80% holding with Apollo International FZC, sharjah
8	Apollo TTG East Africa Limited, Kenya	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	99.50% holding with Apollo International FZC, sharjah
10	Apollo Lycos Netcommerce Ltd	26/10/2015	No Difference	N.A	2,000,000	-3,218,709	152,495	1,371,204	-	-	-3,218,709	-	-3,218,709	-	51%
11	Apollo Logisolutions Limited (ALS)	19/07/2007	No Difference	N.A	138,485,450	1,660,537,000	3,084,899,000	1,285,877,000	1,474,097,000	1,236,320,000	(51,304,000)	3,271,000	(54,575,000)	-	74.82%
12	Apollo Fiege Integrated Logistics Private Limited	11/3/2012	No Difference	N.A	248,152,150	(156,899,739)	561,881,284	470,628,873	-	2,062,442,254	(112,504,615)	-	(112,504,615)	-	Subsidiary through Apollo Logisolutions Ltd
13	Kailash Shipping Services Pvt. Ltd.	5/7/2013	No Difference	N.A	45,000,000	274,810,064	648,531,392	328,721,328	10,500,000	738,141,189	70,165,610	24,073,372	46,092,238	-	Subsidiary through Apollo Logisolutions Ltd
14	Apollo World Connect Limited	11/16/2012	No Difference	N.A	500,000	(14,166,329)	103,595,155	117,261,484	Nil	Nil	(8,635,295)	-	(8,635,295)	-	Subsidiary through Apollo Logisolutions Ltd
15	Trend Container Services Private Limited	4/1/2007	No Difference	N.A	200,000	(2,155,673)	384,020	2,339,693	Nil	Nil	(197,735)	-	(197,735)	-	Subsidiary through Apollo Logisolutions Ltd
16	Modal Container Services Private Limited	4/1/2007	No Difference	N.A	200,000	(836,597)	426,748	1,063,345	Nil	Nil	(308,184)	-	(308,184)	-	Subsidiary through Apollo Logisolutions Ltd
17	ALS Container Warehousing Limited	7/26/2011	No Difference	N.A	35,600,000	110,479,993	174,746,501	28,666,508	113,200,000	Nil	(506,652)	-	(506,652)	-	Subsidiary through Apollo Logisolutions Ltd
18	ALS (FZE), Sharjah	8/26/2014	No Difference	INR - 18.0153/AED	248,611,140	(5,193,162)	1,037,880,331	794,462,353	1,008,856,800	Nil	(4,456,445)	-	(4,456,445)	-	Subsidiary through Apollo Logisolutions Ltd
19	Kashipur Infrastructure and Freight Terminal Pvt Limited	10/22/2014	No Difference	N.A	50,000,000	492,439,789	890,628,707	348,188,918	-	Nil	(590,977)	-	(590,977)	-	Subsidiary through Apollo Logisolutions Ltd
20	East Coast Logipark Private Limited	10/14/2015	No Difference	N.A	1,000,000	(194,424)	1,020,568	214,992	-	Nil	(194,424)	-	(194,424)	-	Subsidiary through Apollo Logisolutions Ltd
21	Glassdoor Entertainment Limited	9/24/2011	No Difference	N.A	500,000	33,237,363	37,549,863	3,812,500	Nil	Nil	(140,179)	-	(140,179)	-	Subsidiary through Apollo Logisolutions Ltd
22	Apollo-Everest Kool Solutions Private Limited	9/24/2011	No Difference	N.A	100,000	33,780,756	60,066,520	26,185,764	Nil	Nil	(136,219)	-	(136,219)	-	Subsidiary through Apollo Logisolutions Ltd
23	Celestial Container Warehousing Private Limited	10/19/2011	No Difference	N.A	100,000	34,877,429	38,754,929	3,777,500	Nil	Nil	(133,139)	-	(133,139)	-	Subsidiary through Apollo Logisolutions Ltd
24	Apollo Clarion Logistics Consultancy FZCO, Dubai	9/29/2014	No Difference	INR - 18.0153/AED	1,008,856,800	1,221,202	1,059,561,582	49,483,579	1,008,856,872	61,972,632	47,883,604	-	47,883,604	46,911,841	Subsidiary through Apollo Logisolutions Ltd
25	AL Fayha Transport LLC,Oman	11/5/2014	1 Jan - Dec 31	INR - 173.27/Omani Rial	25,990,500	34,877,518	91,495,224	30,627,205	-	95,878,955	12,146,054	834,642	11,311,412	-	Subsidiary through Apollo Logisolutions Ltd
26	Clarion Shipping services LLC ,Oman	11/5/2014	1 Jan - Dec 31	INR - 173.27/Omani Rial	26,163,770	101,451,401	213,352,808	85,737,637	-	698,461,860	4,709,478	2,586,791	2,122,688	34,794,161	Subsidiary through Apollo Logisolutions Ltd
27	Clarion Shipping Services WLL, Doha,Qatar	11/5/2014	1 Jan - Dec 31	INR - 18.32/Qatari Rial	18,320,000	11,665,571	56,487,595	26,502,023	-	129,549,752	4,513,077	-	4,513,077	-	Subsidiary through Apollo Logisolutions Ltd
28	Clarion Shipping Services WLL, Saudi Arabia	11/5/2014	1 Jan - Dec 31	INR - 17.77/Saudi Riyal	35,540,000	(65,907,491)	46,153,346	76,520,836	-	99,968,851	(13,288,706)	-	(13,288,706)	-	Subsidiary through Apollo Logisolutions Ltd
29	Clarion Logistics Holding Singapore Ltd	4/1/2015	1 Jan 15 - 31 Mar 16	INR - 49.17/SGD	4,917,000	11,495,602	40,471,188	24,058,586	2,696,089	154,230,359	5,628,883	242,457	5,386,426	-	Subsidiary through Apollo Logisolutions Ltd
30	Clarion International Freight & Logistics SDN BHD	4/1/2015	1 Jan - Dec 31	INR - 17.10/Malaysian Ringgit	8,550,000	(7,067,174)	14,543,311	13,060,484	-	80,491,119	1,658,683	-	1,658,683	-	Subsidiary through Apollo Logisolutions Ltd
31	Clarion Shipping Services LLC, Dubai	11/5/2014	No Difference	INR - 18.0153/AED	5,404,590	1,010,244,807	2,499,913,336	1,484,263,939	81,433,660	2,139,674,713	(92,327,440)	-	(92,327,440)	-	Subsidiary through Apollo Logisolutions Ltd
32	ALS Tuticorin Terminal Pvt. Ltd.	3/18/2016	18/3/2016 to 31/3/2017	N.A											Being the First Financial Year of the company start from 18/03/2016 and ends on 31/03/2017 so no figures are available

1. Names of subsidiaries which are yet to commence operations

- 1 Apollo TTG East Africa Limited, Kenya
- 2 Vinayak Infosys Pvt Ltd
- 3 Cosmic Investments Ltd
- 4 Apollo Lycos Netcommerce Ltd
- 5 Apollo World Connect Limited
- 6 ALS Container Warehousing Limited

- 7 ALS (FZE), Sharjah
- 8 Kashipur Infrastructure and Freight Terminal Pvt Limited
- 9 East Coast Logipark Private Limited
- 10 Glassdoor Entertainment Limited
- 11 Apollo-Everest Kool Solutions Private Limited
- 12 ALS Tuticorin Terminal Pvt Ltd

2. Names of subsidiaries which have been liquidated or sold during the year.

- 1 AF Ferrari Secure Logitech Pvt Ltd

Sd/-  
**RAAJA KANWAR**  
Managing Director  
DIN: 00024402

Sd/-  
**NAVEEN KAPUR**  
Whole Time Director  
DIN: 00024538

Sd/-  
**RAKESH GUPTA**  
Chief Financial Officer

Sd/-  
**RAHUL AGARWAL**  
Company Secretary  
Memb No: ACS -22025

Place: Gurgaon  
Dated: 5th September, 2016

## Form AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)  
Statement containing salient features of the financial statement of subsidiaries /associate companies / joint ventures  
Part - "B" - Associates & Joint Ventures

(Amt in Rupees)

Name of Associates/Joint Ventures	Apollo International Trading LLC, Dubai #	Encorp E-Service Ltd, India
1. Latest audited Balance Sheet Date	31st March 2016	31st March 2016
2. Shares of Associate/Joint Ventures held by the company on the year end		
No's	147	2,600,000
Amount of Investment in Associates/Joint Venture	2,648,249	26,000,000
Extend of Holding %	49% holding through Apollo International FZC	34.67%
3. Description of how there is significant influence	Apollo International Ltd. is holding 49% holding through Apollo International FZC	Apollo International Ltd. is holding 34.67%
4. Reason why the associate/joint venture is not consolidated	NA	NA
5. Networth attributable to Shareholding as per latest audited Balance Sheet	10,830,288	-83,518,190
6. Profit / Loss for the year	-11,153,875	-350,778
i. Considered in Consolidation	-8,923,100.17	-
i. Not Considered in Consolidation	-2,230,775	-350,778

# In order to comply with local regulations, Apollo International FZC is holding 49% in Apollo International Trading LLC but it is wholly and effectively controlled by Apollo International FZC, therefore, the same is considered as subsidiary for the purpose of consolidation.

1. Names of associates or joint ventures which are yet to commence operations. NIL

2. Names of associates or joint ventures which have been liquidated or sold during the year. Nil

Note :

This Form is to be certified in the same manner in which the Balance Sheet is to be certified.

Sd/-  
**RAAJA KANWAR**  
Vice Chairman & Managing Director  
DIN: 00024402

Sd/-  
**NAVEEN KAPUR**  
Whole Time Director  
DIN: 00024538

Sd/-  
**RAKESH GUPTA**  
Chief Financial Officer

Sd/-  
**RAHUL AGARWAL**  
Company Secretary  
Memb No: ACS -22025

Place: **Gurgaon**

Dated: 5th September, 2016

**ANNEXURE – III TO THE BOARD’S REPORT FOR THE FINANCIAL YEAR 2015-2016**

**FORM NO. MGT.9  
EXTRACT OF ANNUAL RETURN  
as on the financial year ended on 31<sup>st</sup> March, 2016**

*[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]*

**I. REGISTRATION AND OTHER DETAILS :**

i	CIN	:	U74899DL1994PLC061080
ii	Registration Date	:	25/08/1994
iii	Name of the Company	:	Apollo International Limited
iv	Category / Sub-category of the Company	:	Company Limited by Shares / Indian Non-Government Company
v	Address of the registered office and contact details	:	Office No. 303, Third Floor, DLF Courtyard, Saket, New Delhi – 110017 Telephone: +91 124 6740200 Telefax: +91 124 4197222 Email: info@apolloindia.com/secretarialggn@gmail.com Website: <a href="http://www.apolloindia.com">www.apolloindia.com</a>
vi	Whether Listed Company Yes / No	:	No
viii	Name, Address and contact details of the Registrar and Transfer agent, if any	:	Alankit Assignment Limited 2E/21, Alankit House, Jhandewalan Extension, New Delhi 110055

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

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

<b>Sl. No.</b>	<b>Name and description of the main products/ services</b>	<b>NIC code of the product/ service</b>	<b>% to total turnover of the company</b>
1.	Project Revenue - Supply, Erection & Commissioning and Civil Work	51593	37.97
2.	Trading of Tyres	Others	34.92
3.	Manufacture of wearing apparel of leather and substitutes of leather	18104	23.34

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:**

<b>Sl. No.</b>	<b>Name &amp; Address of the Company</b>	<b>CIN/GLN</b>	<b>Holding/ Subsidiary/ Associate</b>	<b>% of Shares held</b>	<b>Applicable Section</b>
1	<b>Name:</b> Apollo Finance Limited <b>Address:</b> 414/1, 4 <sup>th</sup> Floor, DDA Commercial Complex, Distt. Centre, Janakpuri, New Delhi – 110058	U65923DL1995PLC064163	Holding	61.52	2(46)

2	<p><b>Name:</b> Apollo Logisolutions Limited (“ALS”)</p> <p><b>Address:</b> Office No. 303, Third Floor, DLF Courtyard, Saket, New Delhi – 110017</p>	U63020DL1989PLC174286	Subsidiary	74.84	2 (87)
3	<p><b>Name:</b> Apollo Fiege Integrated Logistics Pvt. Ltd.</p> <p><b>Address:</b> Office No. 303, Third Floor, DLF Courtyard, Saket, New Delhi – 110017</p>	U63090DL2012PTC244255	Subsidiary	N.A. Subsidiary through ALS	2 (87)
4	<p><b>Name:</b> Kailash Shipping Services Pvt. Ltd.</p> <p><b>Address:</b> No: 23, Rajaji Salai, P. T. Lee Chengalvaraya Naicker Maaligai, II Floor Chennai, Tamil Nadu – 600001</p>	U35110TN1985PTC012326	Subsidiary	N.A. Subsidiary through ALS	2 (87)
5	<p><b>Name:</b> ALS Container Warehousing Ltd.</p> <p><b>Address:</b> Office No. 303, Third Floor, DLF Courtyard, Saket, New Delhi – 110017</p>	U63020DL2011PLC222817	Subsidiary	N.A. Subsidiary through ALS	2 (87)
6	<p><b>Name:</b> Apollo World Connect Ltd.</p> <p><b>Address:</b> Office No. 303,</p>	U63000DL2012PLC241538	Subsidiary	N.A. Subsidiary through ALS	2 (87)

	Third Floor, DLF Courtyard, Saket, New Delhi – 110017				
7	<b>Name:</b> Apollo-Everest Kool Solutions Pvt. Ltd.  <b>Address:</b> Office No. 303, Third Floor, DLF Courtyard, Saket, New Delhi – 110017	U63020DL2008PTC175318	Subsidiary	N.A.  Subsidiary through ALS	2 (87)
8	<b>Name:</b> Celestial Container Warehousing Pvt. Ltd.  <b>Address:</b> Office No. 303, Third Floor, DLF Courtyard, Saket, New Delhi – 110017	U63000DL2011PTC226235	Subsidiary	N.A.  Subsidiary through ALS	2 (87)
9	<b>Name:</b> Glassdoor Entertainment Ltd.  <b>Address:</b> Office No. 303, Third Floor, DLF Courtyard, Saket, New Delhi – 110017	U92490DL2007PLC159794	Subsidiary	N.A.  Subsidiary through ALS	2 (87)
10	<b>Name:</b> Modal Container Services Pvt. Ltd.  <b>Address:</b> Indira Steel Yard Mulund-Goregaon Link Rd. Nahur Village Mulund(w), Mumbai – 400080	U63012MH1999PTC121099	Subsidiary	N.A.  Subsidiary through ALS	2 (87)
11	<b>Name:</b> Trend Container Services Pvt. Ltd.  <b>Address:</b> Indira Steel Yard	U63000MH1999PTC121100	Subsidiary	N.A.  Subsidiary through ALS	2 (87)

	Mulund-Goregaon Link Rd. Nahur Village Mulund(w), Mumbai – 400080				
12	<b>Name:</b> Kashipur Infrastructure And Freight Terminal Private Limited  <b>Address:</b> 408, Akashdeep Building, 26 A, Barakhamba Road, New Delhi -110001	U60200DL2011PTC227307	Subsidiary	N.A.  Subsidiary through ALS	2 (87)
13	<b>Name:</b> ALS Tuticorin Terminal Pvt. Ltd.  <b>Address:</b> No: 23, Rajaji Salai, P. T. Lee Chengalvaraya Naicker Maaligai, II Floor Chennai, Tamil Nadu – 600001	U74900TN2016PTC104760	Subsidiary	N.A.  Subsidiary through ALS	2 (87)
14	<b>Name:</b> East Coast Logipark Pvt. Ltd.  <b>Address:</b> Block-2, 2 <sup>nd</sup> Floor OCHC Complex, Janpath Bhubaneswar, Orissa	U63011OR2015PTC019490	Subsidiary	N.A.  Subsidiary through ALS	2 (87)
15	<b>Name:</b> ALS (FZE)  <b>Address:</b> P. O. Box - 8317, Sharjah, UAE	N.A.	Subsidiary	N.A.  Subsidiary through ALS	2 (87)

16	<p><b>Name:</b> Apollo Clarion Logistics Consultancy FZCO</p> <p><b>Address:</b> Office No. 1802, Palace Tower, Dubai Silicon Oasis, Dubai, UAE</p>	N.A.	Subsidiary	N.A. Subsidiary through ALS	2 (87)
17	<p><b>Name:</b> Clarion Shipping Services LLC, Dubai (“Clarion”)</p> <p><b>Address:</b> P. O Box – 43030, Dubai – UAE</p>	N.A.	Subsidiary	N.A. Subsidiary through ALS	2 (87)
18	<p><b>Name:</b> Clarion Logistics Holding Singapore Ltd., Singapore (“Clarion Holding”)</p> <p><b>Address:</b> 1557 Keppel Road # 02-20 Singapore -089066</p>	N.A.	Subsidiary	N.A. Subsidiary through ALS	2 (87)
19	<p><b>Name:</b> Clarion Shipping Services (WLL) Doha, Qatar</p> <p><b>Address:</b> P.O. Box No. 6255, Doha, Qatar</p>	N.A.	Subsidiary	N.A. Subsidiary through ALS	2 (87)
20	<p><b>Name:</b> Clarion Shipping and Logistics Saudi Arabia Ltd, Saudi Arabia</p> <p><b>Address:</b> P.O. Box No. 351000, The Sulaiman Commercial Centre 6<sup>th</sup> Floor, Room No: 613 AI- Batha Riyadh 11382</p>	N.A.	Subsidiary	N.A. Subsidiary through ALS	2 (87)

21	<p><b>Name:</b> Clarion Shipping Services (LLC), Muscat, Sultanate of Oman</p> <p><b>Address:</b> PB No. 546, PC 131, Hamriya, Sultanate of Oman</p>	N.A.	Subsidiary	N.A. Subsidiary through ALS	2 (87)
22	<p><b>Name:</b> Al-Fayha Transport (LLC), Muscat, Sultanate of Oman</p> <p><b>Address:</b> PB no. 110, Madinat Al Sultan Qaboos, PC – 115, Way # 7713, Sanayah, Mabelah, Sultanate of Oman</p>	N.A.	Subsidiary	N.A. Subsidiary through ALS	2 (87)
23	<p><b>Name:</b> Clarion International Freight &amp; Logistics <i>SDN. BND.</i> (Formerly known as Supreme PLM gateways <i>SDN. BHD.</i>), Malaysia.</p> <p><b>Address:</b> 18B, Jalan Kancil, Off Jalan Pudu, 55100 Kuala Lumpur, Malaysia</p>	N.A.	Subsidiary	N.A. Subsidiary through ALS	2 (87)
24	<p><b>Name:</b> Cosmic Investments Ltd. (“Cosmic”)</p> <p><b>Address:</b> Office No. 303, Third Floor, DLF Courtyard, Saket, New Delhi – 110017</p>	U65100DL1998PLC095123	Wholly Owned Subsidiary	100	2 (87)

25	<b>Name:</b> Vinayak Infosys Pvt. Ltd. <b>Address:</b> Office No. 303, Third Floor, DLF Courtyard, Saket, New Delhi – 110017	U72200DL1999PTC099475	Wholly Owned Subsidiary	N.A. Subsidiary through Cosmic	2 (87)
26	<b>Name:</b> Adsal Exim Pvt. Ltd. <b>Address:</b> Office No. 303, Third Floor, DLF Courtyard, Saket, New Delhi – 110017	U51101DL2006PTC156638	Wholly Owned Subsidiary	100	2 (87)
27	<b>Name:</b> Apollo International Proex Ltd. <b>Address:</b> Office No. 303, Third Floor, DLF Courtyard, Saket, New Delhi – 110017	U74140DL2014PLC267725	Wholly Owned Subsidiary	100	2 (87)
28	<b>Name:</b> Apollo Lycos Netcommerce Ltd. <b>Address:</b> Office No. 303, Third Floor, DLF Courtyard, Saket, New Delhi – 110017	U72200DL2015PLC286822	Subsidiary	51	2 (87)
29	<b>Name:</b> Apollo International FZC, Sharjah (AI, FZC) <b>Address:</b> Office No. Z1/68, Executive Suit, 5 <sup>th</sup> Floor, P. O. Box - 8602, SAIF Zone Sharjah, UAE	N.A.	Subsidiary	99.82	2 (87)

30	<p><b>Name:</b> Apollo International PTE, Limited, Singapore</p> <p><b>Address:</b> 24, Raffles Place, # 29 – 06, Clifford Centre, Singapore – 048621</p>	N.A.	Subsidiary	N.A. Subsidiary through AI, FZC	2 (87)
31	<p><b>Name:</b> Apollo TTG East Africa Limited, Uganda</p> <p><b>Address:</b> Plot No. 209, 6<sup>th</sup> Street Industrial Area, Kampala – Uganda</p>	N.A.	Subsidiary	N.A. Subsidiary through AI, FZC	2 (87)
32	<p><b>Name:</b> Apollo TTG East Africa Limited, Kenya</p> <p><b>Address:</b> L R No. 209/1907, 5<sup>th</sup> Floor, Avocado Towers, Muthithi Road, P O Box – 45669, 00100, Nairobi, Kenya</p>	N.A.	Subsidiary	N.A. Subsidiary through AI, FZC	2 (87)
33	<p><b>Name:</b> Encorp E-Service Ltd.</p> <p><b>Address:</b> Office No. 303, Third Floor, DLF Courtyard, Saket, New Delhi – 110017</p>	U72900DL2003PLC119786	Associate	34.67	2 (6)
34	<p><b>Name:</b> Apollo International Trading LLC, Dubai</p> <p><b>Address:</b> Office No. 1, Plot No. 118 – 119, AL Ghazi Building, AL Maktoum Hospital Road, Deira, Dubai, UAE</p>	N.A.	Associate	49	2 (6)



<b>Total Shareholding of Promoter</b> (A) = (A)(1) + (A)(2)	<b>1,01,50,000</b>	<b>-</b>	<b>1,01,50,000</b>	<b>61.52</b>	<b>1,01,50,000</b>	<b>-</b>	<b>1,01,50,000</b>	<b>61.52</b>	<b>-</b>
<b>Category of Shareholders</b>	<b>No. of Shares held at the beginning of Year</b>				<b>No. of Shares held at the end of the Year</b>				<b>% change during the year</b>
	<b>Demat</b>	<b>Physical</b>	<b>Total</b>	<b>% of Total Shares</b>	<b>Demat</b>	<b>Physical</b>	<b>Total</b>	<b>% of Total Shares</b>	
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (Specify)	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL: (B) (1) :-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>(2) Non Institutions</b>									
a) Bodies Corporates									
i) Indian	28,86,700	-	28,86,700	17.50	28,86,700	-	28,86,700	17.50	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual	500	-	500	00.00	500	-	500	00.00	00.00

shareholders holding nominal share capital up to ₹. 1 lakh									
ii) Individual shareholders holding nominal share capital in excess of ₹. 1 lakh	34,62,800	-	34,62,800	20.98	34,62,800	-	34,62,800	20.98	00.00
c) Any other (specify)	-	-	-	-	-	-	-	-	-
<b>Total Public Shareholding (B) = (B)(1) + (B)(2)</b>	<b>63,50,000</b>	<b>-</b>	<b>63,50,000</b>	<b>38.48</b>	<b>63,50,000</b>	<b>-</b>	<b>63,50,000</b>	<b>38.48</b>	<b>-</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Grand Total (A+B+C)</b>	<b>1,65,00,000</b>	<b>-</b>	<b>1,65,00,000</b>	<b>100</b>	<b>1,65,00,000</b>	<b>-</b>	<b>1,65,00,000</b>	<b>100</b>	<b>0.00</b>

**(ii) Shareholding of Promoters**

Sl No.	Shareholder's Name	Shareholding at the beginning of the Year			Shareholding at the end of the Year			% change in shareholding 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.	Apollo Finance Limited (Holding Company)	1,01,50,000	61.52	Nil	1,01,50,000	61.52	Nil	Nil
	<b>Total</b>	<b>1,01,50,000</b>	<b>61.52</b>	<b>Nil</b>	<b>1,01,50,000</b>	<b>61.52</b>	<b>Nil</b>	<b>Nil</b>

**(iii) Change in Promoter's Shareholding (Please specify if there is no change) :**

Sl No.		Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	During the year, there was no change in the promoter's shareholding.			
	Date wise increase/ decrease in Promoter's shareholding during the year specifying the reasons for increase/ decrease (eg. Allotment/ transfer/ bonus/ sweat equity etc.)				
	At the end of the year				

(iv) **Shareholding Pattern of top ten Shareholders  
(Other than Directors, Promoters & Holders of GDRs & ADRs):**

Sl No.	For each of the Top Ten Shareholders	Shareholding at the beginning of the Year		Cumulative Shareholding During the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>1.</b>	<b>Amit Dyechem Private Limited</b>				
	At the beginning of the year	28,86,700	17.50	-	-
	Date wise increase/ decrease in Promoter's shareholding during the year specifying the reasons for increase/ decrease (e.g. Allotment/ transfer/ bonus/ sweat equity etc.)	-	-	-	-
	At the end of year	-	-	28,86,700	17.50
<b>2.</b>	<b>Mrs. Kamayani Singh Kanwar</b>				
	At the beginning of the year	200	-	-	-
	Date wise increase/ decrease in Promoter's shareholding during the year specifying the reasons for increase/ decrease (e.g. Allotment/ transfer/ bonus/ sweat equity etc.)	-	-	200	-
	At the end of year	-	-	200	-
<b>3.</b>	<b>Mr. Rakesh Gupta</b>				
	At the beginning of the year	100	0.00	-	-
	Date wise increase/ decrease in Promoter's shareholding during the year specifying the reasons for increase/ decrease (e.g. Allotment/ transfer/ bonus/ sweat equity etc.)	-	-	100	0.00
	At the end of year	-	-	100	0.00

<b>4.</b>	<b>Mr. Harish Bahadur</b>				
	At the beginning of the year	100	0.00	-	-
	Date wise increase/ decrease in Promoter's shareholding during the year specifying the reasons for increase/ decrease (e.g. Allotment/ transfer/ bonus/ sweat equity etc.)	-	-	100	0.00
	At the end of year	-	-	100	0.00
<b>5.</b>	<b>Mr. Kewal Krishan Malhotra</b>				
	At the beginning of the year	100	0.00	-	-
	Date wise increase/ decrease in Promoter's shareholding during the year specifying the reasons for increase/ decrease (e.g. Allotment/ transfer/ bonus/ sweat equity etc.)	-	-	100	0.00
	At the end of year	-	-	100	0.00

(v) **Shareholding of Directors and Key Managerial Personnel :**

SI No.	For each of the Directors & KMP	Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>1.</b>	<b>Mr. Raaja Kanwar, Vice Chairman &amp; Managing Director</b>				
	At the beginning of the year	34,62,800	20.98	-	-
	Date wise increase/ decrease in Promoter's shareholding during the year specifying the reasons for increase/ decrease (e.g. Allotment/ transfer/ bonus/ sweat equity etc.)	-	-	34,62,800	20.98
	At the end of year	-	-	34,62,800	20.98
<b>2.</b>	<b>Mr. Naveen Kapur, Whole Time Director</b>				
	At the beginning of the year	-	-	-	-
	Date wise increase/ decrease in Promoter's shareholding	-	-	-	-

	during the year specifying the reasons for increase/ decrease (e.g. Allotment/ transfer/ bonus/ sweat equity etc.)				
	At the end of year	-	-	-	-
<b>3.</b>	<b>Mr. Vivek Bharati</b>				
	At the beginning of the year	-	-	-	-
	Date wise increase/ decrease in Promoter's shareholding during the year specifying the reasons for increase/ decrease (e.g. Allotment/ transfer/ bonus/ sweat equity etc.)	-	-	-	-
	At the end of year	-	-	-	-
<b>4.</b>	<b>Mr. U. S. Anand</b>				
	At the beginning of the year	-	-	-	-
	Date wise increase/ decrease in Promoter's shareholding during the year specifying the reasons for increase/ decrease (e.g. Allotment/ transfer/ bonus/ sweat equity etc.)	-	-	-	-
	At the end of year	-	-	-	-
<b>5.</b>	<b>Ms. Shivi Mohan Rastogi</b>				
	At the beginning of the year	-	-	-	-
	Date wise increase/ decrease in Promoter's shareholding during the year specifying the reasons for increase/ decrease (e.g. Allotment/ transfer/ bonus/ sweat equity etc.)	-	-	-	-
	At the end of year	-	-	-	-
<b>6.</b>	<b>Mr. Rakesh Gupta, Chief Financial Officer</b>				
	At the beginning of the year	100	0.00	-	-
	Date wise increase/ decrease in Promoter's shareholding during the year specifying the reasons for increase/ decrease (e.g. Allotment/ transfer/ bonus/ sweat equity etc.)	-	-	100	0.00
	At the end of year	-	-	100	0.00
<b>7.</b>	<b>Mr. Rahul Agarwal</b>				
	At the beginning of the year	N.A.	N.A.	N.A.	N.A.
	Date wise increase/ decrease in Promoter's shareholding during the year specifying the reasons for increase/ decrease (e.g. Allotment/ transfer/ bonus/ sweat equity etc.)	-	-	-	-
	At the end of year	-	-	-	-

**V. INDEBTEDNESS :**

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

**(Rupees in Lacs)**

<b>Particulars</b>	<b>Secured Loans excluding deposits</b>	<b>Unsecured Loans</b>	<b>Deposits</b>	<b>Total Indebtedness</b>
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	9,523.17	576.40	-	10,099.57
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	8.43	4.48	-	12.91
<b>Total (i+ii+iii)</b>	<b>9,531.60</b>	<b>580.88</b>	<b>-</b>	<b>10,112.48</b>
<b>Change in Indebtedness during the financial year</b>				
• Addition	43,605.74	600.03	-	44,205.77
• Reduction	(42,574.19)	(332.31)	-	(42,906.50)
<b>Net Change</b>	<b>1,031.55</b>	<b>267.72</b>	<b>-</b>	<b>1,299.27</b>
<b>Indebtedness at the end of the financial year</b>				
iv) Principal Amount	10,554.72	844.12	-	11,398.84
v) Interest due but not paid	-	-	-	-
vi) Interest accrued but not due	12.03	6.12	-	18.15
<b>Total (i+ii+iii)</b>	<b>10,566.75</b>	<b>550.24</b>	<b>-</b>	<b>11,416.99</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A) Remuneration to managing Director, Whole-time Directors and/or Manager:

(Amount in Rupees)

Sl No.	Particulars of Remuneration	Name of MD/ WTD/Manager		Total Amount
		Mr. Raaja Kanwar (Vice Chairman & Managing Director)	Mr. Naveen Kapur (Whole Time Director)	
1.	Gross Salary			
	(a) Salary as per provisions contained in section 17 (1) of the Income-tax Act, 1961	5,15,83,120	3,10,54,270	8,26,37,390
	(b) Value of perquisites u/s 17 (2) of the Income-tax Act, 1961	NIL	66,600	66,600
	(c) Profits in lieu of salary under section 17 (3) of the Income-tax Act, 1961	NIL	NIL	NIL
2.	Stock Option	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL
4.	Commission			
	- As % of profit	NIL	NIL	NIL
	- others, specify	NIL	NIL	NIL
5.	Others (Retrials etc.):-	32,35,926	17,65,050	50,00,976
	<b>Total (A)</b>	<b>5,48,19,046</b>	<b>3,28,85,920</b>	<b>8,77,04,966</b>

Ceiling as per the Act	As specified in Section II, Part II of Schedule V and Rule 7 (2) of the Companies Appointment & Remuneration of Managerial Personnel) Rules, 2014	As specified in Section II, Part II of Schedule V and Rule 7 (2) of the Companies Appointment & Remuneration of Managerial Personnel) Rules, 2014	As specified in Section II, Part II of Schedule V and Rule 7 (2) of the Companies Appointment & Remuneration of Managerial Personnel) Rules, 2014
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B) Remuneration to others Directors :

(Amount in Rupees)

Sl No.	Particulars of Remuneration	Name of Directors			Total Amount
		Mr. Vivek Bharati	Mr. U. S. Anand	Ms. Shivi Mohan Rastogi	
<b>1.</b>	<b>Independent Directors</b>				
	- Fee for attending Board, Committee meetings	4,80,000	4,40,000	2,40,000	11,60,000
	- Commission	NIL	NIL	NIL	NIL
	- Others, please specify	NIL	NIL	NIL	NIL
	<b>Total (1)</b>	<b>4,80,000</b>	<b>4,40,000</b>	<b>2,40,000</b>	<b>11,60,000</b>

<b>2.</b>	<b>Others Non-Executive Directors</b>				
	- Fee for attending Board, Committee meetings	N.A.	N.A.	N.A.	N.A.
	- Commission	N.A.	N.A.	N.A.	N.A.
	- Others, please specify	N.A.	N.A.	N.A.	N.A.
	<b>Total (2)</b>	N.A.	N.A.	N.A.	N.A.
	<b>Total (B) = (1) + (2)</b>	<b>4,80,000</b>	<b>4,40,000</b>	<b>2,40,000</b>	<b>11,60,000</b>
	Total Managerial Remuneration	N.A.	N.A.	N.A.	N.A.
	Overall Ceiling as per the Act	N.A.	N.A.	N.A.	N.A.

C) Remuneration to KMP other than MD/ Manager/ WTD

(Amount in Rupees)

Sl No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		CEO	Mr. Rakesh Gupta (Chief Financial Officer)	Mr. Rahul Agarwal (Company Secretary)	
1.	Gross Salary				
	(d) Salary as per provisions contained in section 17 (1) of the Income-tax Act, 1961	NA	1,48,46,090	11,84,892	1,60,30,982
	(e) Value of perquisites u/s 17 (2) of the Income-tax Act, 1961	NA	66,600	27,000	93,600

	(f) Profits in lieu of salary under section 17 (3) of the Income-tax Act, 1961	NA	NIL	NIL	NIL
2.	Stock Option	NA	NIL	NIL	NIL
3.	Sweat Equity	NA	NIL	NIL	NIL
4.	Commission				
	- As % of profit	NA	NIL	NIL	NIL
	- others, specify	NA	NIL	NIL	NIL
5.	Others (retirals):-	NA	8,82,525	83,266	9,65,791
	<b>Total</b>	-	<b>1,57,95,215</b>	<b>12,95,158</b>	<b>1,70,90,373</b>

**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)
<b>A. COMPANY</b>					
Penalty Punishment Compounding			<b>NONE</b>		

<b>B. DIRECTORS</b>	
Penalty Punishment Compounding	<b>NONE</b>
<b>C. OTHER OFFICERS IN DEFAULT</b>	
Penalty Punishment Compounding	<b>NONE</b>

FORM NO. AOC - II

ANNEXURE - IV TO THE BOARD'S REPORT FOR THE FY 2015-16

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 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		NIL
a.	Name(s) of the related party and nature of relationship	Not Applicable
b.	Nature of contracts/arrangements/transactions	Not Applicable
c.	Duration of the contracts / arrangements/transactions	Not Applicable
d.	Salient terms of the contracts or arrangements or transactions including the value, if any	Not Applicable
e.	Justification for entering into such contracts or arrangements or transactions	Not Applicable
f.	date(s) of approval by the Board	Not Applicable
g.	Amount paid as advances, if any:	Not Applicable
h.	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	Not Applicable

2. Details of material contracts or arrangement or transactions at arm's length basis							
Name(s) of the related party and nature of relationship		Nature of contracts/arrangements/transactions	Duration of the contracts / arrangements/transactions	Salient terms of the contracts or arrangements or transactions including the value, if any (₹ in Lakhs)		Date(s) of approval by the Board, if any	Amount paid as advances, if any
(a)		(b)	(c)	(d)		(e)	(f)
Apollo International FZC, Sharjah	Subsidiary Company	Off Take Agreement	Three Years	At arm's length basis in the ordinary course of business	2,814.53	Ratified/Approved by the Audit Committee on 10th September, 2015	-
Apollo International PTE Ltd, Singapore	Subsidiary Company	Off Take Agreement	Three Years	At arm's length basis in the ordinary course of business	579.24	Ratified/Approved by the Audit Committee on 10th September, 2015	-
Apollo International Trading, LLC	Associate Company	Off Take Agreement	Three Years	At arm's length basis in the ordinary course of business	8,627.20	Ratified/Approved by the Audit Committee on 10th September, 2015	-

For and on behalf of the Board of Directors

DATE : 5th September, 2016  
Place: Gurgaon

Sd/-  
**RAAJA KANWAR**  
Vice Chairman & Managing Director  
DIN:00024402  
Add: 1/30, Shanti Niketan, Near Moti Baugh,  
New Delhi-110021

Sd/-  
**NAVEEN KAPUR**  
Whole Time Director  
DIN: 00024538  
Add: D – 187, Ground Floor,  
Saket, New Delhi - 110017

ANNEXURE – V TO THE BOARD’S REPORT FOR THE FY 2015-16

## **Nomination and Remuneration Policy**

## Contents

1. Introduction
2. Definitions
3. Objectives of the Policy
4. Appointment and removal of Directors, KMP & Senior Management
5. Criteria for evaluation of Directors and the Board
6. Remuneration of Directors, KMP & other employees
7. Amendments to the Policy

## 1. INTRODUCTION

In terms of Section 178 of the Companies Act, 2013, this policy on nomination and remuneration of Directors, Key Managerial Personnel (KMP), Senior Management and other employees of the Company has been formulated by the Nomination and Remuneration Committee of the Company and approved by the Board of Directors vide its resolution dated 26th February, 2015. This policy shall act as a guideline for determining, inter-alia, qualifications, positive attributes and independence of a Director, matters relating to the remuneration, appointment, removal and evaluation of every director's performance.

## 2. DEFINITIONS:

- 2.1 'Act' means Companies Act, 2013 and rules thereunder
- 2.2 'Board of Directors' or 'Board', in relation to the Company, means the collective body of the directors of the Company
- 2.3 'Committee' means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board
- 2.4 'Company' means Apollo International Limited
- 2.5 'Directors' means Directors of the Company
- 2.6 'Independent Director' means a director referred to in Section 149 (6) of the Companies Act, 2013
- 2.7 'Key Managerial Personnel' (KMP) means:
  - a. Chief Executive Officer and / or Managing Director
  - b. Whole-time Director
  - c. Chief Financial Officer
  - d. Company Secretary
  - e. Such other officer as may be prescribed
- 2.8 "Senior Management" means the personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

## 3. OBJECTIVE OF THE POLICY

The policy is framed with the objective(s):

- 3.1 That the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully

- 3.2 That the relationship of remuneration to performance is clear and meets appropriate performance benchmarks
- 3.3 That the remuneration to Directors, Key Managerial Personnel (KMP), and other employees of the Company involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals
- 3.4 To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-executive) and persons who may be appointed in Senior Management, Key Managerial positions and to determine their remuneration
- 3.5 To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies, in the industry
- 3.6 To carry out evaluation of the performance of every Directors and to provide for reward(s) linked directly to their effort, performance, dedication and achievement relating to the Company's operations; and
- 3.7 To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage
- 3.8 To lay down criteria for appointment, removal of directors, Key Managerial Personnel and Senior Management Personnel and evaluation of every director's performance.

#### **4. APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT**

##### **4.1 Appointment criteria and qualifications:**

- 4.1.1 The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment
- 4.1.2 A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
- 4.1.3 The Company shall not appoint or continue the employment of any person as Wholetime Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

4.1.4 The Company should ensure that the person so appointed as Director/ Independent Director/ KMP/ Senior Management Personnel shall not be disqualified under the Companies Act, 2013, rules made thereunder, or any other enactment for the time being in force.

4.1.5 The Director/ Independent Director/ KMP/ Senior Management Personnel shall be appointed as per the procedure laid down under the provisions of the Companies Act, 2013, rules made thereunder, or any other enactment for the time being in force.

4.1.6 Independent Director shall meet all criteria specified in Section 149(6) of the Companies Act, 2013 and rules made thereunder

## 4.2 Disqualifications for Appointment of Directors

Pursuant to section 164 of the Companies Act, 2013, a person shall not be eligible for appointment as a director of a company if:

- a) He is of unsound mind and stands so declared by a competent court;
- b) He is an undischarged insolvent;
- c) He has applied to be adjudicated as an insolvent and his application is pending;
- d) He has been convicted by a court of any offence, whether involving moral turpitude or otherwise, and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence:

Provided that if a person has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven years or more, he shall not be eligible to be appointed as a director in any company;

An order disqualifying him for appointment as a director has been passed by a court or Tribunal and the order is in force;

He has not paid any calls in respect of any shares of the company held by him, whether alone or jointly with others, and six months have elapsed from the last day fixed for the payment of the call;

He has been convicted of the offence dealing with related party transactions under section 188 at any time during the last preceding five years; or

He has not complied with sub-section (3) of section 152

No person who is or has been a director of a company which:

- Has not filed financial statements or annual returns for any continuous period of three financial years; or
- Has failed to repay the deposits accepted by it or pay interest thereon or to redeem any debentures on the due date or pay interest due thereon or pay any dividend declared and such failure to pay or redeem continues for one year or more, shall be eligible to be

reappointed as a director of that company or appointed in other company for a period of five years from the date on which the said company fails to do so

#### **4.3 Term / Tenure**

##### **4.3.1 Managing Director/Whole-time Director:**

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

##### **4.3.2 Independent Director:**

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

#### **4.4 Removal**

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations or any other reasonable ground, the Committee may recommend to the Board for removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

#### **4.5 Retirement**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

### **5. CRITERIA FOR EVALUATION OF DIRECTOR AND THE BOARD:**

The Committee shall carry out evaluation of performance of every Director.

#### **5.1 Criteria for Evaluation of Executive and Non-executive Director**

I. Executive Directors:

The Executive Directors may be evaluated on the basis of the criteria's listed in the questionnaire provided in Annexure – A.

II. Non-Executive Director:

The Non-Executive Directors shall be evaluated on the basis of the criteria's listed in the questionnaire provided in Annexure – B.

These questionnaires should be completed by each board member once every year for evaluating the performance of the peer member. This peer review process is intended to encourage improved director's performance by identifying areas that may be improved.

## 5.2 Evaluation of Board Performance

A regular process of evaluating the board's performance can help to identify strengths and weaknesses of its processes and procedures. The Company has formulated a questionnaire to assist in assessing the effectiveness of the board. The tool takes the form of a series of assertions/ questions which should be awarded a rating on a scale of 1 to 5 by individual directors or by the board as a whole. Once complete, the matters should be discussed at a board meeting.

The copy of the Board performance evaluation questionnaire is enclosed with this policy as Annexure – C.

The Company Secretary on its own or as per the recommendations made by the Board of Directors of the Company or the Nomination and Remuneration Committee is authorized to modify/ amend the performance evaluation questionnaires' from time to time.

## 6. REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES

### 6.1 General:

6.1.1 Nomination and Remuneration Committee shall recommend the remuneration, including the commission based on the net profits of the Company for the Non-Executive Directors and Whole-time Director and other Executive Directors. This will be then approved by the Board and shareholders. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

6.1.2 Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director.

6.1.3 Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

6.1.4 The trend prevalent in the similar industry, nature and size of business is kept in view and given due weightage to arrive at a competitive quantum of remuneration.

6.1.5 Following criteria are also to be considered:-

- Responsibilities and duties ;
- Time & efforts devoted;
- Value addition;
- Profitability of the Company & growth of its business;
- Analyzing each and every position and skills for fixing the remuneration yardstick ;
- Standards for certain functions where there is a scarcity of qualified resources.
- Other criteria as may be applicable

## **6.2 Remuneration to Whole-time / Executive / Managing Director**

6.2.1 Fixed pay:

The Whole-time Director shall be eligible for remuneration as may be approved by the Shareholders of the Company on the recommendation of the Committee and the Board of Directors. The break-up of the pay scale, performance bonus and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and shall be within the overall remuneration approved by the shareholders and Central Government, wherever required.

6.2.2 Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of the Companies Act, 2013.

6.2.3 Provisions for excess remuneration:

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company

shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

### **6.3 Remuneration to Non- Executive / Independent Director:**

#### **6.3.1 Sitting Fees:**

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed INR One lakh per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time. The quantum of sitting fees will be determined as per the recommendation of Nomination and Remuneration Committee and approved by the Board of Directors of the Company. Further the boarding and lodging expenses shall be reimbursed to the Directors.

#### **6.3.2 Commission:**

The profit-linked Commission shall be paid within the monetary limit approved by the shareholders of the Company subject to the same not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Regulations.

#### **6.3.3 Stock Options:**

Pursuant to the provisions of the Act, an Independent Director shall not be entitled to any stock option of the Company. Only such employees of the Company and its subsidiaries as approved by the Nomination and Remuneration Committee will be granted ESOPs.

### **6.4 Remuneration to KMP, Senior Management Personnel and Other Employees**

The KMP, Senior Management Personnel and other employees of the Company shall be paid monthly remuneration as per the Company's HR policies and / or as may be approved by the Committee. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be as per the Company's HR policies.

The annual variable pay of managers is linked to the performance of the Company in general and their individual performance for the relevant year measured against Company's objectives fixed in the beginning of the year.

This Remuneration Policy shall apply to all future / continuing employment / engagement(s) with the Company. In other respects, the Remuneration Policy shall be of guidance for the Board.

## **7. AMENDMENTS TO THE POLICY**

The Board of Directors on its own and / or as per the recommendations of Nomination and Remuneration Committee can amend this Policy, as and when deemed fit.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

**For Apollo International Limited**

**Sd/-**

**Raaja Kanwar  
Vice Chairman & Managing Director**

**DIN: 00024402**

**Address: 1/30, Shanti Niketan, Near Moti Bagh,  
New Delhi, 110021**

**STATEMENT OF PARTICULARS OF EMPLOYEES PURSUANT TO THE PROVISIONS OF SECTION 197 (12) OF THE COMPANIES ACT, 2013  
READ TOGETHER WITH RULE 5 (2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 ( AS AMENDED FROM TIME TO TIME)**

S.No.	Name	Designation	Gross Remuneration ₹	Nature of Employment	Qualification	Experience Yrs.	Date of Commencement of employment	Age In Years (As on 31st March,2016)	Previous Employment & Designation	Leaving Date
1	Mr. Raaja Kanwar	Vice Chairman & Managing Director	51,583,116	Permanent	MBA	21	15/12/1994	46 Years	American Express Bank, NYExecutive - Management	N.A.
2	Mr. Naveen Kapur	Whole Time Director	31,081,274	Permanent	B. A. (Hons), LLB, Export Marketing, MBS	38	01/04/2012	57 Years	Mohan Exports (India) Ltd.,General Manager - International	N.A.
3	Mr. Shiraz Askari	President - Tag Fashions	18,081,426	Permanent	B.S.E , MBA	31	15/11/2005	49 Years	Own Export Organisation	N.A.
4	Mr. Rakesh Gupta	Group CFO & CS*	14,873,092	Permanent	Chartered Accountant and Company Secretary	30	10/11/1994	51 Years	Modi Rubber Limited, Controller of Accounts	N.A.
5	Mr. Tanuj Kumar	CEO-IBD	9,406,633	Permanent	BSE, (MPIB) Master Program in International Business	16	11/3/2002	42 Years	Daewoo International Ltd as Manager Marketing	N.A.
6	Mr. Deepak Sehgal	COO	8,031,600	Permanent	B.Com, PG Diploma in Personal Management	22.11	12/1/2005	50 Years	Wave Rebel as General Manager	N.A.
7	Mr. Bharat Aggarwal	CEO-TTG	6,434,380	Permanent	Master Programme in International Business & LLB	21	6/3/1996	45 Years	First Job in Apollo International Ltd	N.A.
8	Mr Pramendra Tomar	Sr. VP - Corp. Secretarial & Legal	4,256,780	Permanent	B.Com (H), LL.B. and FCS	15	6/25/2003	38 Years	Spice Net Ltd as Sr. Secretrial Executive	N.A.
9	Mr Pravindra Kumar Agarwal	VP - Corp. Finance & Treasury	3,560,048	Permanent	Chartered Accountant	26	7/29/2008	52 Years	Rico Auto Industries Ltd as DGM Finance	N.A.
10	Mr. KG. Gupta	VP - Corp. Accounts & Taxation	3,515,348	Permanent	Chartered Accountant & Diploma in information System & Audit	26	11/27/2006	53 Years	Star Export House as DGM Finance & Accounts	N.A.
11	Mr. Hemant Kumar Gupta	AVP - Marketing #	USD 95,981	Permanent	BE-Electrical, MBA	13	24/06/2008	39 Years	Hindustan Sanitaryware Industries Limited	N.A.

Notes:

The above mentioned top ten employees includes employees who (i) if employed throughout the financial year, was in receipt of remuneration of Rs. 1.02 crore per annum and (ii) if employed for a part of the financial year, was in receipt of remuneration for that part of the year, at a rate which in aggregate was not less than Rs. 8.50 per month.

No employee, employed throughout the financial year or part thereof, was in receipt of remuneration in the year which, in the aggregate, or at a rate which, in the aggregate, was in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.

# Mr. Rakesh Gupta resigned as Company Secretary with effect from 7th March, 2016. However, Mr. Gupta continues to be Group Chief Financial Officer.

# The above employee is posted and working outside India.

## ANNEXURE-VII TO THE BOARD'S REPORT FOR THE FY 2015-16

### Annual Report on CSR Activities

#### 1. Brief outline of the Company's CSR Policy

The Company's Corporate Social Responsibility (CSR) policy encompasses the Company's philosophy for delineating its responsibility as a corporate citizen and lays down the guidelines and mechanism for undertaking socially useful programs for the welfare & sustainable development of the community at large. Your Company is committed to operate and grow its business in a socially responsible way with a vision to be an environment friendly corporate citizen. Improve quality of life for all our communities through integrated and sustainable development in every possible way.

The Board of Directors has constituted a Corporate Social Responsibility in accordance with the provisions of the Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014. The CSR Committee is responsible for formulating and monitoring the CSR policy of the Company. The Company has developed and implemented a well-defined policy on CSR as per the requirements of Section 135 of the Companies Act, 2013, which covers the CSR activities as prescribed under Schedule VII of the Companies Act, 2013. The Company has taken up certain corporate social responsibility initiatives in the past and will continue to do so in future.

The copy of the CSR policy is available on the website of the Company at the following path:-

[www.apolloindia.com](http://www.apolloindia.com) → Policies → CSR Policy

#### 2. Composition of the CSR Committee

The Corporate Social Responsibility Committee comprises of following members:-

SI No.	Name of the Members	Designation	Category
1	Mr. Vivek Bharati	Chairman	Independent Director
2.	Mr. Raaja Kanwar	Member	Vice Chairman & Managing Director
3.	Mr. Naveen Kapur	Member	Whole Time Director

The Committee is responsible for formulating and monitoring the CSR policy of the Company.

3. Average net profit of the company for last three financial years: ₹ 775.58 in Lakhs
4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above): 15.51 ₹ in Lakhs
5. Details of CSR spent during the financial year
  - a. Total amount to be spent for the financial year; - ₹ 17.65 Lakhs
  - b. Amount unspent, if any; - Nil
  - c. The manner in which the amount spent during the financial year is detailed below:-

S No.	CSR project or activity identified	Sector in which the project is covered	Projects or programs (1) Local area or other (2) specify the state and district where projects or programs was undertaken	Amount outlay (Budget) project or program wise	Amount spent on the projects or programs Sub-heads  (1) district expenditure on projects or programs.  (2) overheads	Cumulative expenditure up to the reporting period	Amount Spent: direct or through implementing agency
1	Expenditure incurred for extension of a school building at Panel, Maharashtra	Promoting education	Expenditure incurred for extension of a school building located at Panel, Maharashtra.	Rs. 17.65 Lakhs	Rs. 17.65 Lakhs	Rs. 17.65 Lakhs	Directly

## **Responsibility statement of the CSR Committee**

The CSR Committee confirms that the implementation and monitoring of CSR Policy, is in compliance with our CSR objectives and Policy of the Company.

**For and on behalf of the CSR Committee**

Sd/-

**RAAJA KANWAR**  
MEMBER OF CSR COMMITTEE

DIN: 00024402  
Add: 1/30, Shanti Niketan,  
Near Moti Baugh,  
New Delhi-110021

Sd/-

**VIVEK BHARATI**  
CHAIRMAN OF  
CSR COMMITTEE

DIN: 00035336  
Add: C 5/43, Safdarjung  
Development Area,  
New Delhi - 110016