



APL/SECT/DLH/SE: 2019-20



3rd September 2019 Sudesh Group

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Department of Corporate Services/Listing
BSE Limited
Phiroze Jeejeebhoy Tower,
Dalal Street, Fort,
Mumbai-400001

NSE Symbol : APLAPOLLO

Scrip Code : 533758

Dear Sir/Madam,

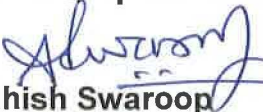
Re: Notice of the 34th Annual General Meeting

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, please find enclosed herewith a copy of the Notice convening 34th Annual General Meeting (AGM) of the Company scheduled to be held on Saturday, 28th September, 2019, at JP Hotel & Resorts, 6B, I.P. Extension, Patparganj, Near Max Hospital, Delhi- 110092.

Thanking you

Yours faithfully

For APL Apollo Tubes Limited


Adhish Swaroop
Company Secretary



Encl: a/a

APL Apollo Tubes Limited (CIN-L74899DL 1986PLC023443)

Corp. Office : 36, Kaushambi, Near Anand Vihar Terminal, Delhi -NCR -201010, India Tel: +91-120-4041400 Fax : +91-120-4041444

Corp. Office : Tapasya Corp. Heights 4th Floor, Sector-126, Noida, Uttar Pradesh-201303 India

Regd. Office : 37, Hargovind Enclave, Vikas Marg, Delhi - 110092, India Tel: +91-11-22373437 Fax : +91-11-22373537

Unit-I : A-19, Industrial Area, Sikandrabad, Distt. Bulandshahar, U.P.-203205, India Unit-II : 332-338, Alur Village, Perandapolli, Hosur, Tamilnadu-635109, India

Unit-III : Plot No. M-1, Additional M.I.D.C. Area, Kudavali, Murbad, Maharashtra, Thane-421401, India Unit-IV : Village Bendri Near Urla Indl. Area Raipur, Chhattisgarh-493661, India

Unit-V : Survey No.443,444,538,539, Wadiyaram(Village), Chegunta (Mandal), Medak (Dist.)-502255, Telangana, India.

E-mail : info@aplapollo.com Website : www.aplapollo.com



APL APOLLO TUBES LIMITED

Regd. Office: 37 Hargobind Enclave Vikas Marg, Delhi-110092

Corporate Identity Number: L74899DL1986PLC023443

Tel.: 91-11-22373437. Fax: 91-11-22373537.

Website: www.aplapollo.com • email: investors@aplapollo.com

NOTICE

NOTICE is hereby given that the Thirty Fourth (34th) Annual General Meeting of the members of APL Apollo Tubes Limited (“the Company”) will be held on Saturday the 28th day of September, 2019, at 11.00 A.M. at JP Hotel & Resorts, 6B, I.P. Extension, Patparganj, Near Max Hospital, Delhi- 110 092, to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company (Consolidated and Standalone) for the financial year ended March 31, 2019 and the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend of ₹14 per equity share of the face value of ₹10 each for the financial year 2018-2019.
3. To appoint a Director in place of Shri Vinay Gupta (DIN: 00005149), who is liable to retire by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force), the remuneration of ₹2,50,000/- excluding GST as applicable and reimbursement of travelling and other out-of-pocket expenses actually incurred by the said Auditors in connection with the cost audit payable to M/s. R.J. Goel & Co., Cost Accountants, New Delhi, (ICWAI Registration No. 000026), the Cost Auditors, appointed by the Board of Directors of the Company, to conduct audit of the cost records of the Company for the financial year 2019-20 commencing April 1, 2019, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things as may be deemed necessary or expedient in connection therewith and incidental thereto.”

5. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any Committee), the consent of the members of the Company be and is hereby accorded to adopt new set of Article of Association in place of existing Articles of Association of the Company, copy of which is placed before the meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to Section 13, 15 and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any Committee), consent of the members be and is hereby accorded to adopt the new Memorandum of Association in place of the existing Memorandum of Association with no change in existing Clause III (A) containing the Main Objects sub-clause no. 1 to 4, copy of which is placed before the meeting.

RESOLVED FURTHER THAT the existing Clause III B containing the “Objects Incidental or Ancillary to the attainment of Main Objects” sub-clause no. 1 to 17 be and is hereby stands deleted and replaced by New Clause III (B) “Matters which are necessary for furtherance of the Objects specified in Clause III(A) containing the sub-clause no. 1 to 44.

RESOLVED FURTHER THAT the existing Clause III C containing the “Other Objects” sub clause no. 1 to 27 be and is hereby also stands deleted in full.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149,150,152 of the Companies Act, 2013 (the Act) read with relevant rules made thereunder and Schedule IV of the Act and Regulation 16 and 17(1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof), and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, Shri Abhilash Lal (DIN: 03203177), who holds office of Independent Director upto the date of this Annual General Meeting, be and is hereby

reappointed as an Independent Director of the Company not liable to retire by rotation to hold office for another term of five consecutive years, with effect from September 28, 2019.”

8. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149,150,152 of the Companies Act, 2013 (the Act) read with relevant rules made thereunder and Schedule IV of the Act and Regulation 16 and 17(1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof), and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, Shri Anil Kumar Bansal (DIN: 06752578), who holds office of Independent Director upto the date of this Annual General Meeting, be and is hereby reappointed as an Independent Director of the Company to hold office for another term of five consecutive years, with effect from September 28, 2019.”

Registered Office:
37, Hargobind Enclave,
Vikas Marg, Delhi - 110092

By order of the Board

Date: August 10, 2019

Adhish Swaroop
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXY (IES) TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10 (TEN) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10 (TEN) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON CANNOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE

OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS SENT HERewith. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE.

2. The Statement pursuant to Section 102 of the Companies Act 2013 (Act), setting out the material facts concerning Item Nos. 4 to 8 set out above is enclosed along with the details under Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of the Secretarial Standard -2] in respect of directors proposed to be appointed / re-appointed at the Annual General Meeting is annexed hereto.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect proxies lodged, at any time during the business hours

of the Company, provided not less than 3 days written notice is given to the Company.

4. Pursuant to the provision of Section 91 of the Companies Act 2013, the register of members and share transfer books of the Company will remain closed from Saturday, September 21, 2019 to Saturday, September 28, 2019 (both days inclusive) in connection with the AGM and for the purpose of payment of dividend for the financial year ended March 31, 2019 of ₹14/- per Equity Share (140%), as recommended by the Board of Directors, if declared at the AGM.
5. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting (AGM) are requested to send a duly certified copy of their board resolution authorising their representatives to attend and vote at the AGM.
6. In furtherance of the Go Green Initiative of the government, electronic copy of the Annual Report for 2018-19, Notice of the 34th AGM of the Company along with admission slip and proxy form are being sent to all the members whose email IDs are registered with the Company/Depository Participants. Physical copy of the said Annual Report for 2018-19 and Notice of the 34th AGM may be sent on request by any such member.
7. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of the names will be entitled to vote.
8. Physical copy of the Annual Report for 2018-19, the Notice of the 34th AGM of the Company along with admission slip and proxy form are being sent to those members who have not registered their e-mail addresses with the Company/Depository Participants. The Annual Report for 2018-19 and the Notice of the 34th AGM along with admission slip and proxy form will also be available on the Company's website www.aplapollo.com
9. Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102 of the Companies Act, 2013, are open for inspection at the corporate office of the Company on any working day, between 11 A.M. to 1 P.M. up to the date of AGM.
10. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including annual report, notices, circulars, etc. from the Company electronically.
11. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed

in the Annual General Meeting held on August 28, 2015.

Instructions and other information relating to e-voting are as under:

- i. Pursuant to provisions of section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called "the rule " for the purpose of this section and of the Notice) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 34th Annual General Meeting to be held on September 28, 2019 at 11.00 A.M. The Company has engaged the services of Central Depository Services Limited (CDSL) to provide the e-voting facility. The facility for voting by ballot/polling paper shall also be made available at the AGM and members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right to cast vote at the AGM.
- ii. These details and instructions form an integral part of the Notice for the Annual General Meeting to be held on September 28, 2019.
- iii. The e-voting facility will be available during the following voting period:

Commencement of e-votin	End of e-voting
September 25, 2019, Wednesday 10.00 am IST	September 27, 2019, Friday, 5.00 pm IST

Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, September 20, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL after voting period ends.

- iv. The e-voting facility can be availed by typing the link www.evotingindia.com in the internet browser.
- v. Click on the "shareholders" tab.
- vi. Now select the Company name from the drop down menu and click on "SUBMIT"
- vii. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- viii. Next enter the Image Verification as displayed and Click on Login.

- ix. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- x. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Rajesh Kumar with folio number 100 then enter RA00000100 in the "PAN" field
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (vii).</p>

- xi. After entering these details appropriately, click on "SUBMIT" tab.
- xii. Members holding shares in physical form will then reach directly the Company selection screen.
- However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xiii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xiv. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xvi. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xviii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xix. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xx. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates and Custodians respectively.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- xxi. Any person, who acquires shares of the Company and become members of the Company after dispatch of the Notice and holding shares as on the cut-off-date i.e. September 20, 2019 -may follow the same instructions as mentioned above for e-voting.
- xxii. Once a vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
- xxiii. The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut off date of September 20, 2019 and a person who is not a member as on a cut off date should treat the Notice for information purpose only.
- xxiv. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com. The contact details of official responsible to address grievances connected with remote e-voting are Shri Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (E), Mumbai – 400013.; Phone No. 1800225533 or write an email to helpdesk.evoting@cdslindia.com.
- xxv. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 20, 2019 and has not casted their vote electronically, only shall be entitled to cast their vote at the Annual General Meeting through ballot paper.
- xxvi. The Company has appointed Mr. Deepak Kumar Lath, Practicing Company Secretary (Membership No. : FCS 5309 :: COP No. 3644) as Scrutinizer to scrutinize the voting (at AGM venue) and e-voting process in a fair and transparent manner.
- xxvii. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes casted at the Meeting and thereafter unblock the votes casted through remote e-voting in the presence of atleast two (2) witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of AGM, a consolidated scrutinizer’s report of the total votes casted in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same. The Chairman or a person authorized by him in writing shall declare the results of the voting forthwith.
- xxviii. The results declared alongwith the consolidated scrutinizer’s report shall be placed on the website of the Company www.apollo.com and on the website of CDSL www.cdslindia.com and shall simultaneously be forwarded to the concerned stock exchanges.

**DETAILS OF DIRECTORS WHO ARE PROPOSED TO BE APPOINTED / RE-APPOINTED
AT THE FORTHCOMING ANNUAL GENERAL MEETING**

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirement)
Regulations, 2015 and clause 1.2.5 of the Secretarial Standard -2]

Name of Director	Shri Vinay Gupta	Shri Abhilash Lal	Shri Anil Kumar Bansal
Age	43 years	55 years	66 years
Director Identification Number (DIN)	00005149	03203177	06752578
Nationality	Indian	Indian	Indian
Date of first appointment on the Board	16/05/2008	12/02/2014	04/08/2014
Nature of expertise in specific functional areas	Management & Technical	Technical	Finance
Qualification	Graduate & Entrepreneur	Mechanical Engineer and Postgraduate from IIM Bangalore	CAIIB, M.Sc. (Agriculture) and B.Sc. (Hons)
Shareholding in the Company directly or as beneficial owner for any other person	Nil	1000	Nil
Terms and conditions of appointment/ re-appointment	Appointment as a Director liable to retire by rotation	Appointment for a period of five years	Appointment for a period of five years
Details of remuneration sought to be paid and remuneration last drawn	Nil	Only sitting fees is being paid	Only sitting fees is being paid
Directorships held in other public companies	1. Blue Ocean Projects Pvt. Ltd. 2. Shri Lakshmi Metal Udyog Ltd. 3. Apollo Metalex Private Ltd. 4. Apollo Pipes Ltd.	Ganesha Ecosphere Limited	1. Apollo Tricoat Tubes Limited 2. Rockland Finstock Limited
*Membership / Chairmanship of Committee(s) of other Companies:	Nil	Chairman: Audit Committee of Ganesha Ecosphere Limited	Chairman: Audit Committee of Apollo Tricoat Tubes Limited Member: Stakeholder Relationship Committee of Apollo Tricoat Tubes Limited
Relationship with other Directors, Manager and Key Managerial Personnel of the company	Brother of Shri Sanjay Gupta	None	None
No. of meetings of the Board of Directors attended during the F.Y. 2018-19	5	5	3

*Note: Pursuant to Regulation 26 of the Listing Regulations, only two Committee viz. Audit Committee and Stakeholders Relationship Committee have been considered.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No.: 4

The Board at its meeting held on May 18, 2019, as recommended by the Audit Committee, has appointed M/s. R.J. Goel & Co., Cost Accountants as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year 2019-20 commencing April 1, 2019 at a remuneration of Rs. 2,50,000/- excluding GST as applicable and reimbursement of travelling and other out-of-pocket expenses actually incurred by the said Auditors in connection with the cost audit.

In accordance with the provisions of Section 148 of the Companies

Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is to be ratified by the Members of the Company.

The resolution is accordingly recommended for approval of the Members by way of an ordinary resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

Item No. : 5

The Articles of Association ("AOA") of the Company as presently in force are based on the erstwhile Companies Act, 1956 and several regulations in the existing AOA are no longer in conformity with

the Companies Act, 2013. Further several regulations / articles of the existing AOA of the Company require alteration or deletion pursuant to changes in applicable laws. Therefore, it is considered expedient to wholly replace the existing AOA by a new set of Articles.

The new set of AOA to be substituted in place of the existing AOA. Copy of the draft Articles of Association of the Company would be available for inspection by the members at the Registered Office/ Corporate Office of the Company on any working day between 2 P.M. to 4 P.M. upto and including the date of AGM and also at the venue of the meeting

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

Item No. : 6

The object clause (Clause III) of the Memorandum of Association (“MOA”) of the Company, as presently in force, is based on the erstwhile Companies Act, 1956. According to the Companies Act, 2013, the companies are required to have only “the objects to be pursued by the company and matters which are necessary for furtherance of the objects specified”. Further in terms of provisions of the Companies Act, 2013, MOA shall not consist of other object clause. Therefore, it is considered expedient to replace the existing MOA by a new set MOA to incorporate the aforesaid object clause as per the Companies Act, 2013.

The new set of MOA to be substituted in place of the existing MOA are in the format prescribed under ‘Table A’ of the Act which sets out the model MOA for a Company limited by shares. Copy of the draft Memorandum of Association of the Company would be available for inspection by the members at the Registered Office/Corporate Office of the Company on any working day between 2 P.M. to 4 P.M. upto and including the date of AGM and also at the venue of the meeting

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

Item No. : 7 & 8

The shareholders of the Company at their Annual General Meeting (AGM) held on September 30, 2014 had appointed Shri Abhilash Lal and Shri Anil Kumar Bansal as Independent Directors of the Company each for their first term of five consecutive years from September 30, 2014, the date of 29th Annual General Meeting (AGM), upto the conclusion of 34th AGM of the Company in the year 2019.

As per provisions of the Companies Act, 2013, the Independent Directors shall hold office for a term up to five consecutive years, but shall be eligible for reappointment, subject to compliance of certain conditions and on passing of a Special Resolution by the members of the Company. Further, such Independent Directors will also not be subject to retirement by rotation.

The Board, based on the performance evaluation and as per the recommendations of the Nomination and Remuneration Committee

of Directors, considers that given the knowledge, background, experience and contribution made by each of the above named Independent Directors during their respective tenures, it would be in the interest of the Company to have continued association of Shri Abhilash Lal and Shri Anil Kumar Bansal as Independent Directors of the Company.

The Company has received declarations from Shri Abhilash Lal and Shri Anil Kumar Bansal that they meet with the criteria of independence and that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence, as prescribed under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). None of the above named directors are presently disqualified from being appointed as a Director in terms of Section 164 of the Act or debarred from holding the office of Director pursuant to any SEBI Order.

In the opinion of the Board, Shri Abhilash Lal and Shri Anil Kumar Bansal fulfil the conditions specified in the Companies Act, 2013 and Rules made thereunder and Listing Regulations for their reappointments as Independent Directors of the Company and they are independent of the Management.

Accordingly, the Board recommended reappointments of the above named directors as Independent Directors of the Company, for second term of five consecutive years with effect from September 28, 2019.

Copies of the draft letters for reappointment of Shri Abhilash Lal and Shri Anil Kumar Bansal as Independent Directors setting out the terms and conditions and other relevant documents would be available for inspection by the members at the Registered Office/ Corporate Office of the Company on any working day between 2 P.M. to 4 P.M. upto and including the date of AGM and also at the venue of the meeting. Details of Shri Abhilash Lal and Shri Anil Kumar Bansal, are given in the notes appended to the Notice of this Meeting.

The Board recommends the aforesaid Special Resolutions for approval by the members.

Except Shri Abhilash Lal and Shri Anil Kumar Bansal, being appointees respectively, and their relatives to the extent of their shareholding, if any, in the Company, none of the Directors or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the aforesaid special resolutions.

Registered Office:
37, Hargobind Enclave,
Vikas Marg, Delhi - 110092

By order of the Board

Date: August 10, 2019

Adhish Swaroop
Company Secretary

FOR ATTENTION OF THE MEMBERS

1. Members/Proxies should bring the admission slip sent herewith duly filled in for attending the Meeting.
2. For prompt attention, requests for transfer of equity shares and related correspondence should be addressed to the Company's Registrar & Share Transfer Agent: M/s Abhipra Capital Limited, GF- Abhipra Complex, Dilkhush Industrial Area A-387, G.T. Karnal Road Azadpur, Delhi-110033. For other matters, kindly write to the Secretarial Department of the Company at 36, Kaushambi, Near Anand Vihar Terminal, Ghaziabad- 201010, Delhi NCR.
Transferee(s) seeking transfer of shares in physical form should furnish PAN card to the Company/RTA for registration of transfer/transmission of shares.
3. Members are requested to refer any change of address among others :
To the Company's Registrar in respect of their physical share folios.
To their Depository Participants (DPs) in respect of their electronic demat accounts as the Company is obliged to print the bank details on the dividend warrant as furnished by NSDL/CDSL.
4. Members are requested to:
Send their queries, if any at least 10 days in advance of meeting so that the information can be made available
Note that copies of the Annual Report will not be distributed at the Annual General Meeting
Note that no gifts/coupons will be distributed at the Annual General Meeting
5. Members holding shares in multiple folios are requested to apply for consolidation to the Company or to the Registrar along with relevant share certificates.
6. Dividend Warrants, Share Transfer, etc.:
As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is mandatory for the company to print the bank account details of the investors in dividend payment instrument. Accordingly, the Members are requested to register/update their correct bank account details with the Company/RTA/ Depository Participant, as the case may be.
7. Unclaimed dividends - Transfer to Investor Education and Protection Fund:
Pursuant to Sections 124 and 125 and other applicable provisions, if any, of the Companies Act, 2013, the unclaimed dividend will be transferred to the Investor Education and Protection Fund (IEPF) on expiry of 7 years from the date the dividend became due for payment.
Members who have not claimed their Dividend for the Financial Years 2012-13 onwards may send their unclaimed Dividend Warrants for revalidation to the Secretarial Department of the Company at the address given at point no. 2 above.
8. Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ("IEPF Account") within a period of 30 days of such shares becoming due to be transferred to the IEPF Account.
9. As mandated by SEBI, Members holding shares in physical form are required to submit their Permanent Account Number (PAN) and Bank details to the RTA/Company, if not registered with the Company.
10. Nomination: Pursuant to Section 72 of the Companies Act, 2013, individual Shareholders holding Equity Shares of the Company either singly or jointly may nominate an individual to whom all the rights in the Shares in the Company shall vest in the event of death of the sole/all joint Shareholders.
11. Dematerialisation of Shares and Liquidity: SEBI has mandated that securities of listed companies can be transferred only in dematerialised form from April 1, 2019 onwards. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form. Dematerialisation facility is available both on NSDL and CDSL. Company's ISIN No. is INE702C01019.
12. Members are requested to quote their Folio No./DP ID- Client ID and details of shares held in physical/demat mode, e-mail ids and Telephone No. for prompt reply to their communications.
13. The dividend, if declared at the Annual General Meeting, will be paid / dispatched on or after September 28, 2019 to those shareholders or their mandates: whose names appear as Beneficial Owners as at the end of the business hours on September 20, 2019 (cut-off date) in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic mode and in register of member, for shares held in physical.
14. Payment of Dividend through ECS:
The Securities and Exchange Board of India has made it mandatory for all companies to use the bank account details furnished by the Depositories for the payment of dividend through Electronic Clearing Service (ECS) to investors wherever ECS and bank details are available. In the absence of ECS facilities, the Company will print the bank details, if available, on the payment instrument for distribution of dividend. The Company will not entertain any direct request from Members holding shares in electronic mode for deletion of / change in such bank details. Further, instructions if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode. Members who wish to change such bank account details are therefore requested to advise their Depository Participants about such change, with complete details of bank account.
Members holding shares in physical form and wishing to avail the facility of electronic credit of dividend directly to their respective bank accounts through the Electronic Clearing Service (ECS) / National Electronic Clearing Service (NECS) are requested to intimate the particulars of their bank account, viz., name and address of the branch of the bank with 9 digit MICR code of the branch & 11 digit IFSC, type of account and account number latest by September 20, 2019 to Company's Registrar and Share Transfer Agent, M/s Abhipra Capital Limited. Members located in places where ECS/NECS facility is not available may submit their bank details to enable the Company to incorporate this information on the dividend warrants and thus prevent fraudulent encashment.
15. This Notice also contains a route map of the venue of AGM.



APL APOLLO TUBES LIMITED

Regd. Office: 37 Hargobind Enclave Vikas Marg, Delhi-110092

Corporate Identity Number: L74899DL1986PLC023443

Tel.: 91-11-22373437. Fax: 91-11-22373537.

Website: www.aplapollo.com • email: investors@aplapollo.com

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

Folio No.	DP ID#
No. of Shares held	Client ID#

I/We hereby record my / our presence at the 34th Annual General Meeting of the Company being held on Saturday the September 28, 2019 at 11.00 a.m. at JP Hotel & Resorts, 6B, I.P. Extension, Patparganj, Near Max Hospital, Delhi – 110092.

Name of the Member (in block letters)	
Name of Proxy holder /Authorised Representative * (in block letters)	

Applicable for investors holding shares in dematerialised form.

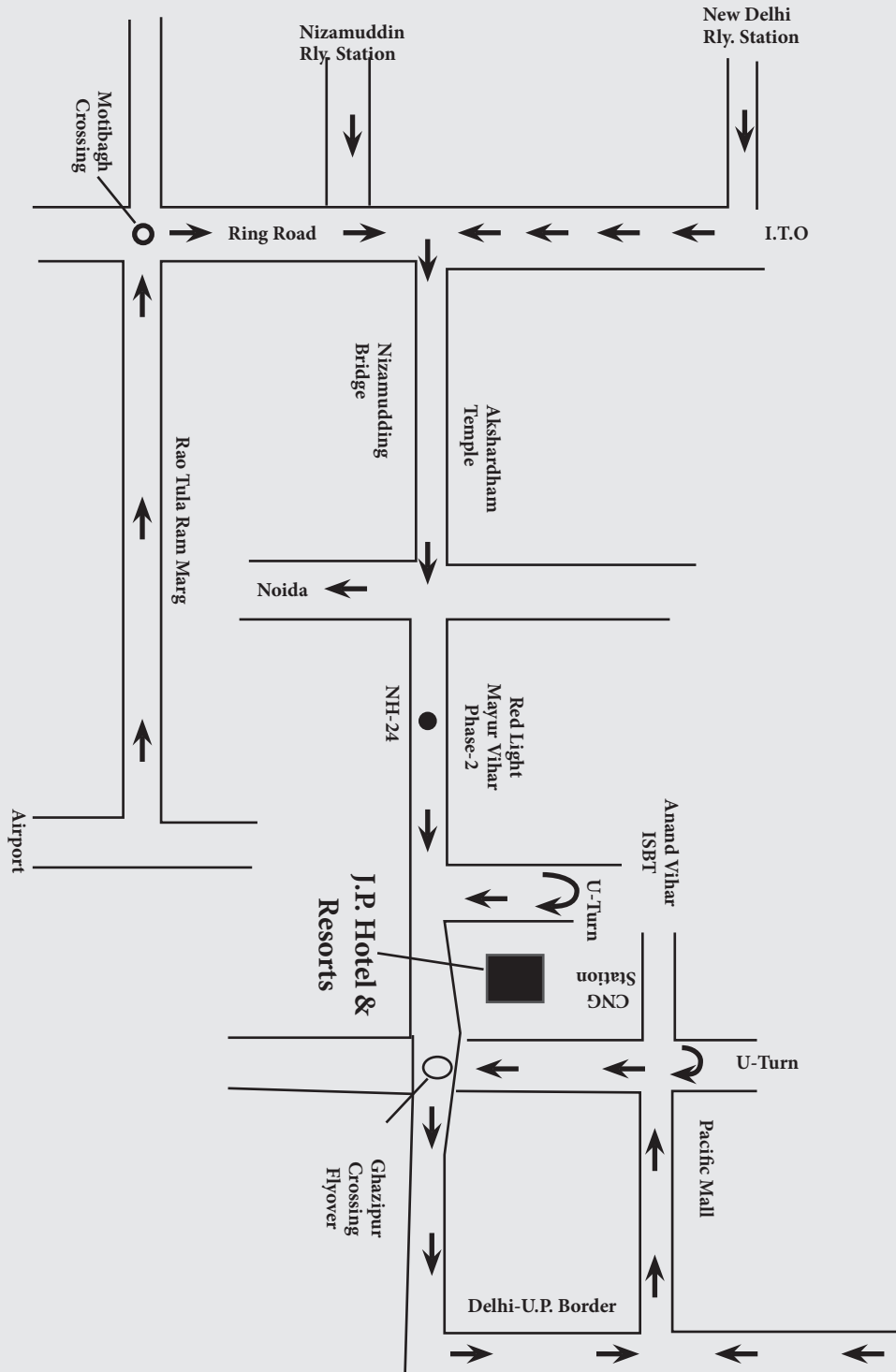
* Strike out whichever is not applicable.

Signature of the Member/Proxy/Authorised representative*

Note:

1. Please complete the Folio/ DP ID-Client ID No. and name, sign this attendance Slip and hand it over at the Attendance Verification Counter at the entrance of the meeting hall.
2. Electronic copy of the Annual Report for 2018-2019 and Notice of the Annual General Meeting (AGM) alongwith Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/Depository participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of the Annual Report for 2018-2019 and the Notice of the Annual General Meeting alongwith Attendance Slip and Proxy form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

ROAD MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING:





APL APOLLO TUBES LIMITED

Regd. Office: 37 Hargobind Enclave Vikas Marg, Delhi-110092
 Corporate Identity Number: L74899DL1986PLC023443
 Tel.: 91-11-22373437. Fax: 91-11-22373537.
 Website: www.aplpollo.com • email: investors@aplpollo.com

PROXY FORM

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

Name of the member(s):	
Registered Address:	
E-Mail ID:	
Folio No./DPID/Client ID:	

I/ We being the member(s) of APL Apollo Tubes Limited, holding _____ shares hereby appoint:

(1) Name:..... E-mail id..... Signature.....or failing him;

(2) Name..... E-mail id..... Signature.....or failing him;

(3) Name..... E-mail id..... Signature.....or failing him;

as my/our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the 34th Annual General Meeting of the Members of APL Apollo Tubes Limited to be held on Saturday the September 28, 2019 at 11 A.M. at JP Hotel & Resorts, 6B, I.P. Extension, Patparganj, Near Max Hospital, Delhi- 110092 and at any adjournment thereof in respect of such resolutions as are indicated below:

DESCRIPTION OF RESOLUTIONS
ORDINARY BUSINESS
1. Adoption of Audited Financial Statements (Consolidated & Standalone) of the company for the financial year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon.
2. Declaration of dividend on the equity shares of the Company for the financial year 2018-19.
3. Re-appointment of Shri Vinay Gupta (DIN: 00005149) as a Director, who retires by rotation.
SPECIAL BUSINESS
4. Ratification of remuneration payable to cost auditors M/s. R. J. Goel & Co., Cost Accountants for the Financial Year 2018-19-
ORDINARY RESOLUTION
5. Adoption of new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013-
SPECIAL RESOLUTION
6. Adoption of new set of Memorandum of Association of the Company in conformity with the Companies Act, 2013- SPECIAL RESOLUTION
7. Re-appointment of Shri Abhilash Lal as an Independent Director for a second term of 5 years- SPECIAL RESOLUTION
8. Re-appointment of Shri Anil Kumar Bansal as an Independent Director for a second term of 5 years - SPECIAL RESOLUTION

Signed thisday of 2019

Signature of Shareholder

Signature of Proxyholder(s)

Affix
Revenue
Stamp

Notes: 1. This form of proxy in order to be effective should be duly completed and deposited at the registered office, not less than 48 hours before the commencement of the Meeting. A Proxy need not be a member of the Company.

2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the company. A member holding more than 10% of the total share capital of the company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

