



APL/SECT/DLH/SE: 2022-23



24th May 2022

Electronic Filing

National Stock Exchange of India Limited
"Exchange Plaza" Bandra-Kurla Complex,
Bandra (E),
Mumbai-400051

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

NSE Symbol : APLAPOLLO

Scrip Code : 533758

Re: Annual Secretarial Compliance Report for the financial year ended 31st March, 2022.

Dear Sir/Madam,

Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, Regulation 24(A) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, please find attached herewith the Annual Secretarial Compliance Report for the year ended 31st March 2022 issued by Anjali Yadav & Associates, Practising Company Secretaries.

Submitted for your kind information and necessary records.

Thanking you

Yours faithfully
For APL Apollo Tubes Limited

Deepak CS
Company Secretary
M. No.: FCS-5060

Encl: a/a

APL Apollo Tubes Limited (CIN-L74899 DL 1986PLC023443)

Regd. Office : 37, Hargovind Enclave, Vikas Marg, Delhi 110092, India Tel: +91-11-2237 3437 | Fax: +91-2237 3537

Corp. Office : 36, Kaushambhi, Near Anand Vihar Terminal, Delhi (NCR) - 201010, India Tel: +91-120 4041 400/401/402 | Fax: +91-120 4041 444

Corp. Office : Tapasya Corporate Heights, 4th Floor, Tower A, Sector 126, Noida, Uttar Pradesh 201303, India Tel: +91-120 4742 700/701

Unit - 1 : A-19, Industrial Area, Sikandrabad, Distt. Bulandshahar, U.P.-203205 India Unit - 2 : 332-338, Alur Village, Perandapali, Hosur, Tamilnadu-635109 India

Unit - 3 : Plot No. M-1, Additional M.I.D.C. Area, Kudavali, Murbad, Maharashtra, thane-421401, India Unit - 4, : Village Bendri Near Urla Indl. Area Raipur, Chhattisgarh -493661, India

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

To,

The Board of Directors

APL APOLLO TUBES LIMITED

37, Hargobind Enclave,
Vikas Marg, Delhi- 110002

Dear Sir,

Secretarial Compliance Report for the financial year ended March 31, 2022

We have been engaged by **APL APOLLO TUBES LIMITED** having its registered office at 37, Hargobind Enclave, Vikas Marg, Delhi- 110002 whose equity shares are listed on Bombay Stock Exchange Limited (BSE) [Security Code: 533758] and National Stock Exchange of India Limited (NSE) [Symbol: APLAPOLLO] to conduct an audit and issue Secretarial Compliance Report in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with the provisions of all applicable SEBI Regulations and circulars/guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the company with the provisions of all applicable SEBI Regulations and circulars/guidelines issued there under from time to time and issue a report thereon.

The Audit was conducted in accordance with the Guidance Note on Secretarial Compliance Report issued by Institute of Company Secretaries of India (ICSI). Secretarial Compliance Report is enclosed herewith.

For Anjali Yadav & Associates
Company Secretaries

Anjali Yadav

Proprietor

FCS No. 6628

CP No. 7257

P/R: 629/2019

Date : May 13, 2022

Place : New Delhi

UDIN: F006628D000314727

Secretarial Compliance Report of APL Apollo Tubes Limited for the financial year ended March 31, 2022

We have examined:

- (a) all the documents and records made available to us and explanation provided by **APL APOLLO TUBES LIMITED** (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2022 (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”)

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time)
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018(as amended from time to time)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011(as amended from time to time)
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018(as amended);**[Not applicable during the period under the Review]**;
- (e) The Securities and Exchange Board of India (Employee Stock Option Scheme, Employee Stock Purchase Scheme) Guidelines, 1999 and ¹Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (as amended);
- (f) The Securities and Exchange Board of India (Share Based Employees Benefits and Sweat Equity) Regulations, 2021; (as amended);
- (g) ²The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (as amended);**[Not applicable during the period under the Review]**;
- (h) ³The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (as amended)**[Not applicable during the period under the Review]**;
- (i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (as amended);**[Not applicable during the period under the Review]**;

Footnotes:

1. *The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and SEBI (Issue of Sweat Equity) Regulations, 2002 (as amended) have been merged into The Securities and Exchange Board of India (Share Based Employees Benefits and Sweat Equity) Regulations, 2021; (as amended).*
- 2.&3. *The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (as amended) have been merged into Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (as amended) provided at point (i) to the report.*

And based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/remarks of the Practicing Company Secretary, if any
1.	Securities and Exchange Board of India	Contravention of provisions related to SEBI (Prohibition of Fraudulent and Unfair Trade Practices related to Securities Market), Regulations 2003 in the matter of APL Infrastructure Private Limited and Mr. Sanjay Gupta (Promoters of APL Apollo Tubes Limited.)	SEBI vide its order bearing no. WTM/AB/IVD/ID2/7987/2020-21&WTM/AB/IVD/ID2/7989/2020-21 dated June 23, 2020 restrained APL Infrastructure Private Limited and Mr. Sanjay Gupta (Promoters of APL Apollo Tubes Limited) from accessing the securities market and from buying, selling or otherwise dealing in securities in any manner whatsoever, either directly or indirectly, for a period of 2 (two) years from the date of order.	<p>APL Infrastructure Private Limited and Mr. Sanjay Gupta (<i>Promoters of APL Apollo Tubes Limited</i>) has been restrained from accessing the securities market vide SEBI order bearing no. WTM/AB/IVD/ID2/7987/2020-21 and WTM/AB/IVD/ID2/7989/2020-dated June 23, 2020.</p> <p>However, the said orders have since been stayed by the Hon'ble Securities Appellate Tribunal (SAT), on the respective appeals made by the said promoters. The next date of hearing in the matter is on June 16, 2022. The interim stay continues.</p> <p>Further, apart from proceedings under section 11 and 11B of SEBI Act, adjudication proceedings under Section 15 of SEBI Act had also been initiated in the year 2012 and after having various hearings and written representations on multiple occasions during these years, the said proceedings are now concluded by adjudicating officer vide its order no. Order/VV/AA/2021-22/12063-12069 and Order No. Order/VV/AA/2021-22/12070-12078 dated May 31, 2021.</p> <p>However, an appeal against the said order(s) passed by the adjudicating officer of "SEBI" has been filed before the Hon'ble Securities Appellate Tribunal "SAT".</p>

(d) The listed entity has taken the following actions to comply with the observations made in previous reports: **[Not applicable to the company]**

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, If any
NIL				

**For Anjali Yadav & Associates
Company Secretaries**

**Anjali Yadav
Proprietor
FCS No. 6628
CP No. 7257
P/R: 629/2019**

**Date : May 13, 2022
Place : New Delhi
UDIN: F006628D000314727**