

APL/SECT/DLH/SE: 2020-21

September 7, 2020

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

Dear Sir/Madam,

Re: Notice of the 35th Annual General Meeting, intimation of book closure and other matters

Pursuant to the provisions of Regulations 30, 34, 42, 44 and 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, please take note of the following:

1. Please find enclosed herewith a copy of the Notice convening 35th Annual General Meeting (AGM) of the Company scheduled to be held on Tuesday, 29th September, 2020, at 11 A.M. through Video conferencing (VC)/ Other Audio Visual Means (OAVM), in accordance with the relevant circulars issued by the Ministry of corporate Affairs and the securities and Exchange Board of India.
2. In compliance with the provisions of section 108 of the companies Act, 2013 read with Rule 20 of the companies (Management and Administration) Rules 2014 and Regulation 44 of the Listing Regulations, the company is pleased to provide the Members, facility to exercise their right to vote at the 35th AGM by electronic means and the business mentioned in the AGM Notice may be transacted through e-voting services provided by Central Depository Services (India) Limited.
3. The company has fixed September 22, 2020 as the 'cut-off date' for ascertaining the names of the Members, holding shares either in physical form or in dematerialized form, who will be entitled to cast their votes electronically during September 26, 2020 (10:00 A.M.) to September 28, 2020 (5:00 P.M.), and also during AGM in respect of business to be transacted at the aforesaid AGM.
4. The register of members and the share transfer books of the Company shall remain closed from September 23, 2020 (Wednesday) to September 29, 2020 (Tuesday), both days inclusive, for the purpose of the AGM.

This is for your kind information and records.

Thanking you

Yours faithfully

For APL Apollo Tubes Limited


Deepak CS
Company Secretary

APL Apollo Tubes Limited (CIN-L74899DL1986PLC023443)

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

Corp. Office : Telecom Corridor 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, Dist. 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 Fifth (35th) Annual General Meeting of the members of APL Apollo Tubes Limited (“the Company”) will be held on Tuesday, the 29th day of September, 2020, at 11.00 A.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), 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, 2020 and the Reports of the Board of Directors and the Auditors thereon
2. To appoint a Director in place of Shri Romi Sehgal (DIN: 03320454), who is liable to retire by rotation and being eligible, offers himself for re-appointment
3. To re-appoint auditors of the Company and to fix their remuneration and in this regard 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 139 and other applicable provisions, if any, of the Companies Act 2013, read with the rules made thereunder as amended from time to time M/s Deloitte Haskins & Sells LLP, Chartered Accountants, Gurugram, (Firm’s Registration No.117366W/W-100018) be and are hereby re-appointed as Statutory Auditors of the Company for a term of five consecutive years, from the conclusion of the 35th AGM till the conclusion of the 40th AGM to be held in the year 2025, on a remuneration as may be recommended by the Audit Committee and mutually agreed between the Board of Directors of the Company and the Auditors.

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.”

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 to be 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 2020-21, 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 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 her candidature for the office of Director, Ms Neeru Abrol (DIN: 01279485) 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.”

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

Date: September 3, 2020

By order of the Board

Deepak C S
Company Secretary
M. No.: FCS-5060

NOTES:

1. **In view of the continuing restrictions on the movement of people at several places in the country due to outbreak of COVID-19, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 and the SEBI Circular no. SEBI/ HO/ CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, has permitted Companies to conduct the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2020. In accordance with the said circulars of MCA, SEBI and applicable provisions of the Companies Act, 2013 (Act) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the 35th AGM of the Company is being conducted through VC / OAVM. Central Depository Services (India) Limited (CDSL) will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM and e-voting during the AGM. The procedure for voting through remote e-voting, e-voting during AGM and participating in AGM through VC / OAVM is explained at Notes below and is also available on the website of the Company at www.aplapollo.com.**
2. The deemed venue for the 35th AGM shall be the Registered Office of the Company.
3. Pursuant to MCA Circular No. 14/2020 dated 8th April, 2020, the facility for members to appoint proxy to attend and cast vote is not available for this AGM since physical presence at a common venue is not required. Hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. The Statement pursuant to Section 102 of the Companies Act 2013 (Act), setting out the material facts concerning Item Nos. 4 and 5 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.
5. Pursuant to the provisions of Section 91 of the Companies Act 2013, the register of members and share transfer books of the Company will remain closed from Wednesday, September 23, 2020 to Tuesday, September 29, 2020 (both days inclusive).
6. Corporate members may refer to “Note for Non – Individual Shareholders and Custodians” appearing at the end of this notice and follow the instructions mentioned for voting and participation at the AGM.
7. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act shall be electronically available for inspection by the Members during the AGM upon login at CDSL e-voting system at www.evotingindia.com.
8. **Dispatch of Annual Report and Notice of AGM through electronic mode:**
In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 issued by MCA and Circular No. SEBI/HO/ CFD/ CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the Annual Report comprising Financial Statements, Board’s Report, Auditor’s Reports and other documents required to be attached therewith, the Annual Report for 2019- 20 and the Notice of this AGM are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or the Depository Participant(s).
9. 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.
10. All the documents referred to in this Notice and Statement under Section 102 of the Act, shall be available for inspection by the Members from the date of circulation of this Notice upto the date of the AGM through electronic mode. Members seeking inspection can send an email in advance to investors@aplapollo.com
11. Members whose e-mail address are not registered are requested to register their e-mail address for receipt of Notice of 35th AGM, Annual Report and login details for joining the 35th AGM through VC / OAVM facility including e-voting, by providing Name, folio number/DPID&ClientID (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), client master or copy of consolidated Account statement (in case of demat holding) or copy of share certificate (in case of physical holding), self attested scanned copy of Aadhar Card or any other document as proof of address to Company: investors@aplapollo.com or to/RTA at: rta@abhipra.com.
12. The Notice of AGM and Annual Report for the financial year 2019-20, is available on the website of the Company at www.aplapollo.com and also on the websites of the Stock Exchanges: at www.bseindia.com and www.nseindia.com. Notice of AGM is also available on the website of CDSL at www.evotingindia.com.
13. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

General Instructions for Remote e-voting and e-voting during Annual General Meeting

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. Pursuant to the MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on Saturday, September 26, 2020 (10.00 A.M.) and ends on Monday, September 28, 2020 (5.00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 22, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.

- (iv) Click on "Shareholders" module.
- (v) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> • 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 (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <APL APOLLO TUBES LIMITED> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 3 (three) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investors@aplapollo.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 (three) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investors@aplapollo.com. These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
 2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
 3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
 4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- (xx) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on

to www.evotingindia.com and register themselves in the “Corporates” module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors@apalpollo.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

- 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 22, 2020 -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 22, 2020 and a person who is not a member as on a cut off date should treat the Notice for information purpose only.
- xxiv. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut off date i.e., Tuesday, September 22, 2020 and who has not cast vote by remote-voting and being present at the AGM only shall be entitled to vote at the AGM.
- xxv. The Company has appointed Shri Jatin Gupta, Practicing Company Secretary (Membership No. : FCS 5651: COP No. 5236) as Scrutinizer to scrutinize the process of remote e-voting and voting on the date of AGM in a fair and transparent manner.
- xxvi. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, scrutinise the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting and submit, not later than 48 hours of conclusion of AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman of the Company 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.
- xxvii. The results declared alongwith the consolidated scrutinizer’s report shall be placed on the website of the Company www.apalpollo.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 Romi Sehgal	Ms Neeru Abrol
Age	60 years	65 years
Director Identification Number (DIN)	03320454	01279485
Nationality	Indian	Indian
Date of first appointment on the Board	13.08.2016	24.03.2015
Nature of expertise in specific functional areas	Technical	Finance
Qualification	B.E.	Chartered Accountant
Shareholding in the Company directly or as beneficial owner for any other person	9892	Nil
Terms and conditions of appointment/ re-appointment	Appointment as a Director liable to retire by rotation	Appointment as Independent Director for second term of five years
Details of remuneration sought to be paid and remuneration last drawn	Nil	Only sitting fees is being paid
Directorships held in other public companies	1. Apollo Tricoat Tubes Limited 2. Shri Lakshmi Metal Udyog Limited 3. Apollo Metalex Private Limited	1. Apollo Tricoat Tubes Limited 2. Apollo Pipes Limited 3. TCNS Clothing Co. Limited 4. Shri Lakshmi Metal Udyog Limited 5. Apollo Metalex Private Limited
*Membership / Chairmanship of Committee(s) of other Companies:	Member: -Stakeholders Relationship Committee of Apollo Tricoat Tubes Ltd.	Member: -Stakeholders Relationship Committee of TCNS Clothing Co. Ltd. - Audit Committee of Apollo Pipes Ltd. - Audit Committee of Apollo Tricoat Tubes Ltd. Chairperson -Stakeholders Relationship Committee of Apollo Pipes Ltd. - Audit Committee of TCNS Clothing Co. Ltd. -Stakeholders Relationship Committee of Apollo Tricoat Tubes Ltd.
Relationship with other Directors, Manager and Key Managerial Personnel of the company	None	None
No. of meetings of the Board of Directors attended during the F.Y. 2019-20	2	5

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

EXPLANATORY 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 of Directors at its meeting held on August 13, 2020, pursuant to the recommendation by the Audit Committee of the Board, 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 2020-21 at a 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.

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 proposal is accordingly recommended by the Board for approval/ratification by the Members by means 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 members of the Company at their 30th Annual General Meeting (AGM) held on August 28, 2015 had appointed Ms. Neeru Abrol as an Independent Director of the Company for her first term of five consecutive years from the date of the said AGM till the date of the 35th Annual General Meeting (AGM) of the Company for the year 2020.

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 with 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 the Board, considered that given the knowledge, experience and the guidance and support given by Ms. Neeru Abrol during her tenure, it would be in the interest of the Company to appoint her for another term as Independent Director of the Company.

The Company has received declarations from Ms. Neeru Abrol to the effect that she meets with the criteria of independence and that she is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact her ability to discharge the 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"). At present she is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor is debarred from holding the office of Director pursuant to any SEBI Order. She is also registered with the database of Independent Directors as constituted by MCA pursuant to the relevant notifications.

In the opinion of the Board, Ms. Neeru Abrol fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder and Listing Regulations for reappointment as Independent Director of the Company and she is independent of the Management.

Accordingly, the Board recommends reappointment of Ms. Neeru Abrol as Independent Director of the Company, for the second term of five consecutive years with effect from the date of this Annual General Meeting till the date of the 40th Annual General Meeting to be held in the year 2025.

Detailed information regarding the appointee is given in the notes appended to the Notice of this Meeting.

The Board recommends the proposal for approval of the members by means of a special resolution.

Except Ms. Neeru Abrol, the appointee, and her relatives, if any, in the Company, none of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the aforesaid special resolution.

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

Date: September 3, 2020

By order of the Board

Deepak C S
Company Secretary
M. No.: FCS-5060

FOR ATTENTION OF THE MEMBERS

1. 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.
2. 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.
3. Members holding shares in multiple folios are requested to apply for consolidation to the Company or to the Registrar along with relevant share certificates.
4. 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.
5. 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 2013-14 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.
6. 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.
7. 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.
8. 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.
9. 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.
10. 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.