



15<sup>th</sup> May 2024

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, 2024**

Dear Sir/Madam,

Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, and 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 31<sup>st</sup> March 2024 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-L74889 DL 1986PLC023443)

Regd. Office : 37, Hargovind Enclave, Vikas Marg, Delhi - 110092, India Tel : +91 - 011 44457164  
Corp Office : SG Centre, 37 C, Block B, Sector - 132, Noida, Uttar Pradesh - 201304 Tel : +91 - 120 6918000  
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 Indil. Area, Raipur, Chhattisgarh - 493661, India | Unit - 5 : Sy. No. 443, 444, 538, 539, Wadiaram (Vill), Chegunta, Medak - 502255, Telengana, India | Unit - 6 : No. 9 to 11, KIADB Industrial Area Attibele, Bengaluru - 562107 | Unit - 7 : Plot No. 53, Part-1, 4th Phase, Industrial Area, Sy. No. 28-33, Kurandhalli Village, Kasaba Hobli, Malur, Taluk, Distt. Kolar-563130, Karnataka | Unit - 8 : Village Bisnoli, Khasra No. 527 To 530 & 569, Dujana Road, Tehsil Dadri, Gautam Budh Nagar, Uttar Pradesh -203207 Email : info@aplpollo.com Web : www.aplpollo.com

# Anjali Yadav & Associates

**COMPANY SECRETARIES**

## Registered Address

B-6/32, Sector-15, Rohini, New Delhi-110085

Website: [www.csanjali.com](http://www.csanjali.com)

Fixed Line: 011-47067659

E Mail: [Anjaliyadav.associates@gmail.com](mailto:Anjaliyadav.associates@gmail.com)  
[Anjaliyadavpcs@gmail.com](mailto:Anjaliyadavpcs@gmail.com)

To,  
The Board of Directors  
**APL Apollo Tubes Limited**  
37, Hargobind Enclave, Vikas Marg,  
Delhi- 110092

Dear Sir(s),

### **Annual Secretarial Compliance Report for the financial year ended March 31, 2024.**

We have been engaged by **APL Apollo Tubes Limited** whose equity shares are listed on BSE Limited [Security Code: 533758] and National Stock Exchange of India Limited [NSE Symbol: APLAPOLLO] to conduct an audit and issue Annual 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 and in accordance with the various circulars issued by Stock Exchanges from time to time.

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 The Institute of Company Secretaries of India "ICSI". The Annual Secretarial Compliance Report is enclosed herewith.

**Place: New Delhi**  
**Date: May 11, 2024**

**For Anjali Yadav & Associates**  
**Company Secretaries**  
**Anjali Yadav**  
**Proprietor**

**ANJALI**  
**YADAV**  
Digitally signed  
by ANJALI  
YADAV  
Date: 2024.05.11  
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**FCS No.: 6628**  
**CP No.: 7257**  
**UDIN: F006628F000350994**  
**PR Unique Code: S2006DE715800**  
**PR Certificate No.: 629/2019**

**Annual Secretarial Compliance Report of APL Apollo Tubes Limited for the financial year ended March 31, 2024**

We Anjali Yadav & Associates 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, 2024 ("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 from time to time): **Not Applicable during the review period**
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (as amended from time to time)
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (as amended from time to time): **Not Applicable during the review period**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time)
- (h) (Other regulations as applicable) and circulars/ guidelines issued thereunder:
  - a) Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices related to Securities Market), Regulations 2003 (as amended from time to time)
  - b) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 (as amended from time to time)

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, except in respect of matters specified in **“Annexure A”**.

(b) The listed entity has taken the following actions to comply with the observations made in previous reports in respect of matters specified in **“Annexure B”**.

(i) We hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<p><b><u>Secretarial Standards:</u></b></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).</p>	Yes	-
2.	<p><b><u>Adoption and timely updation of the Policies:</u></b></p> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>• All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Yes	-
3.	<p><b><u>Maintenance and disclosures on Website:</u></b></p> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website</li> </ul>	Yes	-
4.	<p><b><u>Disqualification of Director:</u></b></p> <p>None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	-

5.	<p><b><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></b></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	Yes	
6.	<p><b><u>Preservation of Documents:</u></b></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	-
7.	<p><b><u>Performance Evaluation:</u></b></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	-
8.	<p><b><u>Related Party Transactions:</u></b></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions;</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.</p>	(a) Yes  (b) NA	As the company has obtained prior approval of Audit Committee for all related party transactions hence point 8(b) is not applicable.
9.	<p><b><u>Disclosure of events or information:</u></b></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	

10.	<p><b><u>Prohibition of Insider Trading:</u></b></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	
11.	<p><b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b></p> <p>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (Or)</p> <p>The actions taken against the listed entity/its promoters/directors/subsidiaries either by SEBI or by Stock Exchanges are specified in last column.</p>	Yes	
12.	<p><b><u>Resignation of Statutory Auditors from the listed entity or its material subsidiaries:</u></b></p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/or its material subsidiary (ies) has/have complied with paragraph 6.1 and 6.2 of Section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by Listed entities.</p>	Yes	<p>During the period under review, there was no change in the Statutory Auditors of the listed entity. However, there was resignation of statutory auditor from the material subsidiary (Debt-Listed) of the Company.</p>
13.	<p><b><u>Additional non-compliances, if any:</u></b></p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	Yes	-

## **Assumptions & Limitation of Scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**Place: New Delhi**  
**Date: May 11, 2024**

**For Anjali Yadav & Associates**  
**Company Secretaries**

**ANJALI**  
**YADAV** Digitally signed  
by ANJALI YADAV  
Date: 2024.05.11  
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**Anjali Yadav**  
**Proprietor**  
**FCS No.: 6628**  
**CP No.: 7257**  
**UDIN: F006628F000350994**  
**PR Unique Code: S2006DE715800**  
**PR Certificate No.: 629/2019**

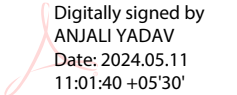
**“ANNEXURE A”**

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

S.No	Compliance Requirement (Regulations/ circulars/ guide-lines including specific clause	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
Not Applicable										

Place: New Delhi  
Date: 11<sup>th</sup> May,2024

For Anjali Yadav & Associates  
Company Secretaries

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YADAV**  Digitally signed by  
ANJALI YADAV  
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

<b>S. No</b>	<b>Observations/ Remarks of the Practicing Company Secretary in the previous reports (PCS)</b>	<b>Observations made in the secretarial compliance report for the year ended ---(the years are to be mentioned)</b>	<b>Compliance Requirement (Regulations/circulars/guidelines including specific clause)</b>	<b>Details of Violation/deviations and action taken/penalty imposed, if any, on the listed entity</b>	<b>Remedial actions, if any, taken by the listed entity</b>	<b>Comments of the PCS on the actions taken by the listed entity</b>
1.	<p>The parties have filed appeals against the order(s) passed by the adjudicating officer dated May 31, 2021 before the Hon'ble Securities Appellate Tribunal "SAT".</p> <p>During the period under review, there is no change in status in the said matter as the interim stay continues and the matters have not been finally disposed of.</p>	<p>Observations made in Secretarial Compliance Reports for the financial years 2021-22 &amp; 2022-23.</p>	<p>SEBI (Prohibition of Fraudulent and Unfair Trade Practices related to Securities Market), Regulations 2003</p>	<p>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 (Entity in which Mr. Sanjay Gupta Promoter of APL Apollo Tubes Limited is having significant influence) and in the matter of Mr. Sanjay Gupta (Promoter of APL Apollo Tubes Limited).</p>	<p>APL Infrastructure Private Limited and Mr. Sanjay Gupta (Promoters of APL Apollo Tubes Limited) have 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 parties. Reportedly, the arguments are in the concluding stages.</p> <p>On the last date of hearing on April 17, 2024, the matter was adjourned to July 1, 2024 due to absence of the bench. The interim stay continues.</p>	<p>Currently, the matter stands posted to July 1, 2024</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, appeals against the said order(s) passed by the adjudicating officer of "SEBI" have also been filed by both the parties before the Hon'ble Securities Appellate Tribunal "SAT". Both the set of appeals (Against WTM Orders and AA Orders) have been clubbed together and the Hon'ble SAT is hearing them together. Currently the matter stands posted to July 1, 2024</p>	
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Place: New Delhi  
Date: 11<sup>th</sup> May, 2024

**For Anjali Yadav & Associates  
Company Secretaries**

**ANJALI  
YADAV** Digitally signed  
by ANJALI YADAV  
Date: 2024.05.11  
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