

September 02, 2024

**The National Stock Exchange of India Limited**  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G Block,  
Bandra-Kurla Complex, Bandra (East),  
Mumbai – 400 051

Department of Corporate Services/Listing  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400 001

**NSE Symbol:** APOLLOPIPE

**SCRIP Code:** 531761

Dear Sir/Madam,

**Sub: Notice of 38<sup>th</sup> Annual General Meeting, intimation of record date and other matters**

Pursuant to the provisions of Regulations 30, 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 38<sup>th</sup> Annual General Meeting (AGM) of the Company scheduled to be held on Wednesday, September 25, 2024, at 11:00 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 38<sup>th</sup> 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 18, 2024 as the 'cut-off date' for ascertaining the names of the Members, holding shares either in physical form or in dematerialised form, who will be entitled to cast their votes electronically during September 22, 2024 (10:00 A.M.) to September 24, 2024 (5:00 P.M.), and also during AGM in respect of businesses to be transacted at the aforesaid AGM.
4. The Dividend, if declared at the Annual General Meeting, will be paid after September 25, 2024, to the Members whose names are recorded in the Company's Register of Members or as Beneficial Owners in the records of the Depositories on Record Date (for Dividend), September 18, 2024 or to their mandates.

You are requested to take the above on record.

Yours faithfully,

**For Apollo Pipes Limited**

**ANKIT SHARMA**  
Digitally signed by  
ANKIT SHARMA  
Date: 2024.09.02  
10:22:24 +05'30'

**Ankit Sharma**

**Company Secretary & Compliance Officer**

Encl: A/a

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**APOLLO PIPES LIMITED**

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

Corporate Office : A-140, Sector 136, Noida (U.P.) - 201301

Manufacturing Unit : Dadri (U.P.), Sikandrabad (U.P.), Ahmedabad (Gujarat), Tumkur (Karnataka), Raipur (Chhattisgarh) India

**Toll Free No.: 1800-121-3737**

info@apollopipes.com | www.apollopipes.com | CIN : L65999DL1985PLC022723



## APOLLO PIPES LIMITED

CIN: L65999DL1985PLC022723

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

Corp. Office: Plot No. A-140, Sector-136, Noida-201301

Tel.: 91-11-22373437/91-120-6587777. Fax: 91-11-22373537

Website: [www.apollopipes.com](http://www.apollopipes.com) email: [compliance@apollopipes.com](mailto:compliance@apollopipes.com)

## NOTICE

**NOTICE** is hereby given that the Thirty Eighth (38<sup>th</sup>) Annual General Meeting of the Members of Apollo Pipes Limited ("the Company") will be held on Wednesday, 25<sup>th</sup> day of September, 2024, at 11.00 A.M., through Video Conferencing (VC), to transact the following business:

### ORDINARY BUSINESS(ES):

1. To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended March 31, 2024 and the Reports of the Board of Directors and Auditors thereon;
2. To declare final dividend of ₹1/- per equity share (i.e. @10%) for the financial year ended March 31, 2024;
3. To appoint a director in place of Mr. Ashok Kumar Gupta (DIN: 01722395), who is liable to retire by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS(ES):

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 ₹ 1,00,000/- (Rupees One Lakh only) 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. HMVN & Associates, Cost Accountants, New Delhi, (ICWAI Registration No. 000290), the Cost Auditors for the financial year 2024-25, as approved by the Board on the recommendation of the Audit Committee, be and is hereby ratified.  
**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are 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 an **Ordinary Resolution**:  
**"RESOLVED THAT** pursuant to the provisions of Section 2(76), 177 of the Companies Act, 2013, read with rules made thereunder and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment thereof for the time being in force and subject to such approvals, consents, sanctions and permissions as may be necessary and the Company's Policy on Related Party Transactions and as per the recommendation/ approval of the Audit Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded for the following transaction(s) to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), notwithstanding that such transactions may exceed lower of rupees one thousand Crore or 10% of the Annual Consolidated Turnover of the Company as per the last audited financial statements of the company in any financial year or such other threshold limits as may be specified by the Listing Regulations from time to time, up to such extent and on such terms and conditions as the Board of Directors may deem fit, in the normal course of business and on arms' length basis, during the financial years as mentioned in the explanatory statement:

Sr No	Name of Related Party	Nature of Relationship (including nature of interest, financial or otherwise)	Aggregate estimated maximum value of the contract/arrangement/ transaction (during one year after AGM) (₹ in Crores)		Nature and material terms of contract/ arrangement/ transaction
			Existing	New	
1.	Kisan Mouldings Limited	Material subsidiary Company of Apollo Pipes Limited	20	50	Sale of raw materials & consumables & Goods & Finished Goods etc.
2.	Kisan Mouldings Limited	Material subsidiary Company of Apollo Pipes Limited	20	50	Purchase of Goods (Steel tubes & structures, PVC Pipes & Fittings etc.)

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company;

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee, Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s)/ Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution;

**RESOLVED FURTHER THAT** all actions taken by the Board or its Committees or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolution(s), be and are hereby approved, ratified and confirmed in all respects."

6. To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Companies Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under {including any statutory modification(s) thereto or re-enactment thereof for the time being in force}, enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into with National Stock Exchange of India Limited and BSE Limited where the shares of the Company are listed ("Stock Exchange"), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("Takeover Regulations") as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to vary, alter, modify and/or revise the objects of the preferential issue of 47,20,000 warrants convertible into Equity shares for an aggregate amount of up to ₹2,59,60,00,000/- (Rupees Two Hundred Fifty Nine Crore and Sixty Lakhs Only) as stated in the Notice of Extra-Ordinary General Meeting (EGM) dated March 14, 2023 along with explanatory statement annexed thereto and approved by the members in the EGM held on April 13, 2023 in the manner as follows:

**Existing objects of the issue:**

Sr. No.	Particulars	Total estimated amount to be utilized (₹ In Crores)*	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
1	For strategic investment in Kisan Mouldings Limited through subscription of preferential issue.	120.00	
2	Capital Expenditure	39.35	Latest by March 2026
3	Issue related expenses	0.25	
4	Working Capital Requirements	100.00	
<b>TOTAL</b>		<b>259.60</b>	

(\*) considering 100% conversion of Warrants into Equity Shares within the stipulated time.

**Objects after the proposed amendment:**

S.No.	Particulars	Total estimated amount to be utilized (₹ In Crores)*	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
1	Capital Expenditure	39.35	
2	For strategic investment in Kisan Mouldings Limited through subscription of preferential issue.	81.00	Latest by March 2026
3	Issue related expenses	0.13	
4	Working Capital Requirements	139.12	
<b>TOTAL</b>		<b>259.60</b>	

(\*) considering 100% conversion of Warrants into Equity Shares within the stipulated time.

**RESOLVED FURTHER THAT** any actions previously taken by the officers or directors of the Company in furtherance of the original object of the preferential issue are hereby ratified and confirmed in all respects.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board of Directors of the Company and/or the Sub-Committee of the Board of Directors and/or Company Secretary & Compliance Officer of the Company be and are hereby authorized severally on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including but not limited to filing of requisite documents with the Stock Exchanges, Registrar of Companies, and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the change of object of issue and utilization of issue proceeds as may be required without being required to seek any further consent or approval of the shareholders.

**RESOLVED FURTHER THAT** in connection with any of the foregoing resolutions, the Board of Directors/ Sub-Committee(s) of the Board and Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to execute and deliver any and all other documents, papers and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the preferential issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date."

**By order of the Board of Directors**

**Registered Office:**

37, Hargobind Enclave,  
Vikas Marg, Delhi – 110092  
Date: July 29, 2024

Sd/-

**Ankit Sharma**

Company Secretary & Compliance Officer

M. No.: ACS-47854

## NOTES:

1. Pursuant to the General Circular Nos. 20/2020 dated May 5, 2020, read with General Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 02/2022 dated May 5, 2022, General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (MCA), applicable provisions of the Act and the rules made thereunder and in accordance with the Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020, Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 , issued by the SEBI (collectively referred to as "Applicable Circulars"; companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
2. 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 38<sup>th</sup> AGM of the Company is being conducted through VC. Central Depository Services (India) Limited (CDSL) will be providing facility for voting through remote e-voting, for participation in the AGM through VC and e-voting during the AGM. The procedure for voting through remote e-voting, e-voting during AGM and participating in AGM through VC is explained at Notes below and is also available on the website of the Company at [www.apollopipes.com](http://www.apollopipes.com).
3. The deemed venue for the 38<sup>th</sup> AGM shall be the Registered Office of the Company.
4. PURSUANT TO THE RELEVANT MCA CIRCULARS, 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.
5. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act"), setting out all material facts relating to the relevant items of business of this Notice is annexed herewith and the same should be taken as part of this Notice. Further, as required under Regulation 36(3) of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "SEBI Listing Regulations") and the provisions of the Secretarial Standard 2 on General Meetings issued by The Institute of Company Secretaries of India ("SS2 on General Meetings"), a brief profile of the Directors proposed to be re-appointed is set out in the Explanatory Statement to this Notice.
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](http://www.evotingindia.com).
8. The Dividend for the financial year ended 31<sup>st</sup> March, 2024 of ₹1.00 per share (10%) on 4,13,53,206 fully paid up Equity Shares of ₹10/- each, as recommended by the Board of Directors, if declared at the AGM, will be credited/dispached within 30 days of the conclusion of AGM after deduction of tax as per the provisions of Income-tax Act, 1961, to those Members whose names are borne on the Register of Members of the Company on September 18, 2024 or to their mandates. In respect of shares held by the Members in dematerialised form, dividend will be credited/dispached on the basis of details of beneficial ownership to be received from the depositories for this purpose.

Pursuant to the changes introduced by the Finance Act, 2020 w.e.f. April 1, 2020, the Company would be required to deduct tax at source (TDS) at the prescribed rates on the dividend paid to its shareholders. The TDS rate would vary depending on the residential status of the shareholder and the documents submitted by them and accepted by the Company. For the prescribed rates for various categories, the shareholders are requested to refer the Finance Act, 2020 and amendments thereof. Some of the major features of the latest tax provisions on dividend distribution are stated as hereunder for a quick reference.

For Resident Shareholders, tax shall be deducted at source under section 194 of the Income Tax Act, 1961 at 10% on the amount of Dividend declared and paid by the Company during financial year 2024-25 provided PAN is provided by the shareholder. If PAN is not submitted, TDS would be deducted @20% as per Section 206AA of the Income Tax Act, 1961.

However, no TDS shall be deducted on the Dividend Payable to a resident individual if the total dividend to be received by them during financial year 2024-25 does not exceed ₹5000/- Please note that this includes the future dividends, if any, which may be declared by the Board in the financial year 2024-25 .

In cases where the shareholder provides Form 15G (applicable to any person or a Company or a Firm)/ Form 15H (applicable to an Individual above the age of 60 years), provided that the eligibility conditions are being met, no tax at source shall be deducted.

Apart from the above, since the TDS/Withholding rates are different for resident and non-resident shareholders, members are requested to confirm their residential status as per the provisions of the Income Tax Act, 1961, by email at [beetalrta@gmail.com](mailto:beetalrta@gmail.com) with carbon copy to [compliance@apollopipes.com](mailto:compliance@apollopipes.com)

In view of above provisions, the shareholders are requested to update their PAN with the Company/ R&T Agent (in case shares held in physical mode) and with the depositories (in case shares held in demat mode) by writing to them at the address / e-mail id as mentioned above. A Resident Individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H as aforesaid, to avail the benefits to non-deduction of tax at source, by sending email to [compliance@apollopipes.com](mailto:compliance@apollopipes.com) / [beetalrta@gmail.com](mailto:beetalrta@gmail.com) upto 5:00 p.m. on September 22, 2024. In case of physical holding PAN should be updated through ISR forms.

Kindly note that the aforementioned documents should be uploaded on the website of RTA at <https://www.beetalmail.com/formx>. You can also visit their site at <https://www.beetalfinancial.com/> under tab - Services -> TDS Form Submission- to download and upload the documents as applicable.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary document i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits under the provisions of Income Tax Act, 1961 by sending an email to [compliance@apollopipes.com](mailto:compliance@apollopipes.com) / [beetalrta@gmail.com](mailto:beetalrta@gmail.com) up to 5:00 p.m. on September 22, 2024.

**9. Dispatch of Annual Report and Notice of AGM through electronic mode:**

In accordance with, the above referred circulars, the electronic copies of the Annual Report for financial year 2023-24 and the Notice of this AGM inter-alia are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or the Depository Participant(s) as on August 30, 2024.

10. 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.
11. 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 [compliance@apollopipes.com](mailto:compliance@apollopipes.com).
12. A Certificate from the Secretarial Auditors of the Company certifying that Apollo Pipes Limited Employee Stock Option Scheme-2020 is being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the resolution passed by the Members, shall be available for inspection by the Members at the Annual General Meeting.
13. Members whose e-mail address are not registered are requested to register their e-mail address for receipt of Notice of 38<sup>th</sup> AGM, Annual Report and login details for joining the 38<sup>th</sup> AGM through VC facility including e-voting, by providing Name, folio number/DPID & Client ID (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 at [compliance@apollopipes.com](mailto:compliance@apollopipes.com) or to/RTA at [beetalrta@gmail.com](mailto:beetalrta@gmail.com). **Physical Shareholders** by sending the relevant documents to the R&T Agent at [beetalrta@gmail.com](mailto:beetalrta@gmail.com) in Form ISR- 1 available on the Company's website at <https://www.apollopipes.com>
14. With a view to safeguard the interests of the investors and to streamline the resolution mechanism in the Indian Securities Market, SEBI mandated establishment of common Online Dispute Resolution Portal ("ODR Portal"), by Market Infrastructure Institutions, which harnesses online conciliation and online arbitration for resolution of disputes arising in Indian Securities Market.

The ODR Portal allows the investors/shareholders to enroll themselves, file unresolved grievance, upload documents and get status updates pertaining to the unresolved grievances filed against listed entities/ its RTA.

The process for initiation of Dispute Resolution process is enumerated below:

- a. An investor/client shall first take up his/her grievance with the Market Participant by lodging a complaint directly with the concerned Market Participant.
  - b. If the grievance is not redressed satisfactorily the investor/shareholder may escalate the same through the SCORES Portal ([www.scores.gov.in](http://www.scores.gov.in)) in accordance with SCORES Guidelines.
  - c. If the investor/client is still not satisfied with the outcome, he/she can initiate dispute resolution through the ODR Portal. Alternatively, the investor/client can initiate dispute resolution through the ODR Portal if the grievance lodged with the concerned Market Participant was not satisfactorily resolved or at any stage of the subsequent escalations (prior to or at the end of such escalation/s). For more information shareholders are requested to visit the website of the Company [www.apollopipes.com](http://www.apollopipes.com).
15. The Notice of AGM and Annual Report for the financial year 2023-24, is available on the website of the Company at [www.apollopipes.com](http://www.apollopipes.com) and also on the websites of the Stock Exchanges: at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com). Notice of AGM is also available on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
- However, a member may also demand hard copies of the same via. writing us at [compliance@apollopipes.com](mailto:compliance@apollopipes.com).
16. The attendance of the Members attending the AGM through VC 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 atleast 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. 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.
4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, 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 OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

- (i) The voting period begins on Sunday, September 22, 2024 (10:00 A.M.) and ends on Tuesday, September 24, 2024 (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 Wednesday, September 18, 2024, 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.

**Step 1: Access through Depositories CDSL/ NSDL e-voting system in case of individual shareholders holding shares in demat mode.**

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>



**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.:022-4886 7000 and 022-2499 7000.

**Step 2: Access through CDSL e-voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

(iv) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- a. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- b. Click on "Shareholders" module.
- c. 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.
- d. Next enter the Image Verification as displayed and Click on Login.
- e. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

f. If you are a first-time user follow the steps given below:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
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"> <li>• 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.</li> </ul>
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"> <li>• 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 (3).</li> </ul>

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Apollo Pipes Limited> on which you choose to vote.

- (ix) 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.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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 will be mapped automatically and can be delink in case of any wrong mapping.
  - It is Mandatory that, 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 mandatory 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; [compliance@apollopipes.com](mailto:compliance@apollopipes.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

#### **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. 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 atleast 3 (three) days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at ([compliance@apollopipes.com](mailto:compliance@apollopipes.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 ([compliance@apollopipes.com](mailto:compliance@apollopipes.com)). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. 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.

### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 2109911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.

- (i) 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. Wednesday, September 18, 2024, may follow the same instructions as mentioned above for e-voting.
- (ii) Once a vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
- (iii) 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 cut off date i.e., Wednesday, September 18, 2024 and a person who is not a member as on cut off date should treat the Notice for information purpose only.
- (iv) The Company has appointed Mr. 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.
- (v) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, scrutinize the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting and submit, not later than 2 working days 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.
- (vi) The results declared along with the consolidated Scrutinizer's report shall be placed on the website of the Company [www.apollopipes.com](http://www.apollopipes.com) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com) and shall simultaneously be forwarded to the concerned stock exchanges as well as displayed at the Corporate and Registered office of the Company.

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

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

#### **Item No.: 4**

The Board of Directors at its meeting held on July 29, 2024, pursuant to the recommendation by the Audit Committee of the Board, appointed M/s. HVMN & Associates, Cost Accountants as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2024-25 at a remuneration of ₹100,000/- 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. M/s HMVN & Associates is Cost Auditor of the company since the financial year 2020-21

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 (to the extent of their shareholding in the Company, if any) is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

#### **Item No.: 5**

Pursuant to the provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said section, the Company is required to obtain approval of the Board of Directors and subsequently the Shareholders of the Company by way of an ordinary resolution in case the value of the Related Party Transactions exceed the stipulated thresholds prescribed in Rule 15 of the said Rules and transactions in the ordinary course of business and on arm's length basis.

Further, Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") also stipulates that all material related party transactions with an aggregate value exceeding ₹1,000 Crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower shall require prior approval of the shareholders through ordinary resolution.

The Related Party Transactions ("RPTs") to be entered by Apollo Pipes Limited in aggregate as set out in this explanatory statement are expected to exceed threshold of material RPTs under the Companies Act and/or the Listing Regulations. These transactions are therefore considered as material related party transactions.

Accordingly, the related party transactions to be transacted/executed in one or more tranches with its Material Subsidiary Company Viz. Kisan Mouldings Limited ("KML") as recommended by the Audit Committee and approved by the Board of Directors at their respective meetings held on July 29, 2024 are hereby placed before the shareholders for their approval. The transactions under consideration are proposed to be entered into by the Company with its Material subsidiary Company viz., KML would be in the ordinary course of business and on arm's length basis.

Accordingly, in terms of the Master Circular of SEBI No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and upon the recommendations of Audit Committee and the Board of Directors at their respective meetings held on July 29, 2024 and considering the best interest of the Company, Members' approval is sought on the said material RPTs for a period of twelve months from the date of passing of the resolution.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, the particulars of transactions to be entered into by the Company with its Material subsidiary Company viz. KML are as under:

#### **1. Name of the Related Party and its relationship with the listed entity or its material subsidiary, including nature of its concern or interest (financial or otherwise)**

##### **Name of Related Party**

Kisan Mouldings Limited ("KML" or "The Company"),

##### **Relationship**

**KML**, a BSE Listed company, located at Mumbai, Maharashtra, is a Material Subsidiary Company of Apollo Pipes Limited ("APL"). APL holds 53.57% stake in the Kisan Mouldings Limited. The Company is primarily engaged in the manufacturing of PVC pipes, Fittings, UV Resistant multi-layer water tank and allied products. It is one of the largest manufacturers of multiple applications of pipes for water supply, sanitation, sewerage, construction, cable ducting, drinking water, tube wells, submersible pumps and other polymer products for various purposes.

#### **2. Nature, Duration/ Tenure, Material Terms, Monetary Value and Particulars of the Contract or Arrangement**

The Company proposed to enter into the Related Party Transactions with KML on an arm's length basis and in the ordinary course of business during the financial year 2024-25. The relevant details of the material Related Party Transactions are as under:

<b>Nature</b>	a. Sale of raw materials & Consumables & Goods & finished goods etc. b. Purchase of goods (steel tubes & structures, PVC Pipes & Fittings etc.).
<b>Duration/ Tenure</b>	For the financial year 2024-25
<b>Material Terms/ Particulars of the Contract or Arrangement</b>	The proposed contracts/arrangements/transactions relate to sale/purchase of goods/services and shall be governed by the Company's Related Party Transaction Policy and shall be reviewed by the Audit Committee on quarterly basis
<b>Monetary Value</b>	a. Sale of raw materials & Consumables & Goods & finished goods etc : ₹50 Crore b. Purchase of goods (steel tubes & structures, PVC Pipes & Fittings etc.) : ₹50 Crore
<b>Percentage of Company's Annual Turnover</b>	10.14% (upon combining both the transactions)
<b>Details about Valuation/ Arm's Length and Ordinary Course of Business</b>	All such related party transactions entered by the Company are related to the day to day business operations of the Company and essential for its activities and are in the ordinary course of business of the Company. So far as pricing is concerned, all the transactions meets the arm's length criteria.
<b>Any valuation or other external party report relied upon by the listed entity in relation to the transactions</b>	Not Applicable

### 3. Rationale/benefit of the transactions with Related Party or the justification as to why the transactions with Related Party are in the interest of the Company.

KML is presently a subsidiary of Apollo Pipes Limited ("APL") as per the provisions of the Companies Act, and engaged in the manufacturing of PVC pipes, Fittings, UV Resistant multi-layer water tank and allied products.

The Audit Committee had examined all the relevant details, as required under law, of the proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, granted approval for entering into RPTs with KML for an aggregate value of up to ₹100 Crore.

The proposal outlined above will contribute to the principal business activities of Company and is in the interest of the Company.

Further, the Company is primarily engaged in the manufacturing and selling of PVC pipes, Fittings, UV Resistant multi-layer water tank and allied products. Since, KML, related party of the Company also undertakes similar transactions, therefore in the ordinary course of business, the Company executes such transactions to find ready market for the purchase and sale at more competitive price.

#### Information about the transaction related to any loans, inter-corporate deposits, advances or investments made or given by the listed entity and / or its subsidiaries

- (i) Details of the source of funds in connection with the proposed transaction: Not Applicable
- (ii) Details of financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: Not Applicable
- (iii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security: Not Applicable
- (iv) The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT: Not Applicable

### 4. Any other information relevant or important for the members to take a decision on the proposed resolution/ Any other information that may be relevant

All relevant/ important information forms part of this explanatory statement setting out material facts pursuant to Section 102(1) of the Act.

Hence, the Board recommends the resolution set out in the Item no. 5 of the notice for your approval as an ordinary resolution. Further, pursuant to Regulation 23(4) of Listing Regulations, in respect of voting on this resolution, all the related parties shall not vote to approve the resolution, irrespective of whether the entity or person is a party to the particular transaction or not.

Except Mr. Arun Agarwal, Joint Managing Director and Mr. Ajay Kumar Jain, Chief Financial Officer and their respective relatives in their capacity as directors of KML, none of the other Directors, Key Managerial Personnel or their respective relatives are in any way, financially or otherwise, concerned or interested in the said resolution.

**Item No.: 6**

The Special Resolution contained in Item No. 6 of the notice, has been proposed pursuant to change of objects of preferential issue of 47,20,000 Fully Convertible Warrants of face value of ₹10/- each at an issue price of ₹550/- each aggregating to ₹2,59,60,00,000/- (Rupees Two Hundred Fifty-Nine Crore and Sixty Lakhs Only). The issue and allotment were approved by the members on April 13, 2023 and allotment of warrants had already been made on May 10, 2023.

Further, the aforesaid proposal to change of objects of preferential issue has been approved by the Board in its meeting held on March 04, 2024.

Further, as per the approval granted by the members, the objects of the issue, i.e. utilization of the proceeds raised through the issue ("Issue Proceeds") were the following:

Sr. No.	Particulars	Total estimated amount to be utilized (₹ In Crores)*	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
1.	Capital Expenditure	159.35	Latest by March 2026
2.	Issue related expenses	0.25	
3.	Working Capital Requirements	100.00	
<b>TOTAL</b>		<b>259.60</b>	

(Hereinafter collectively referred to as "Objects")

The members would also recall that they had approved the change of objects as given below, in the meeting held on March 29, 2024 subsequent to approval of Board in its meeting held on March 04, 2024 so as to enable company to fund investment of Kisan Mouldings Limited.

Sr. No.	Particulars	Total estimated amount to be utilized (₹ In Crores)*	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
1	Capital Expenditure	39.35	Latest by March 2026
2	For strategic investment in Kisan Mouldings Limited through subscription of preferential issue.	120.00	
3	Issue related expenses	0.25	
4	Working Capital Requirements	100.00	
<b>TOTAL</b>		<b>259.60</b>	

Further members may note that acquisition of Kisan Mouldings Limited has now been completed and allocated amount for the investment in Kisan Mouldings Limited has not been utilized fully. It may be noted that the company is in growing phase and hence needs more funds as working capital to meet out its day-to-day obligations and to function efficiently. At the same time, the date of exercising conversion of remaining 26,95,000 fully convertible warrants is coming close and the company would be in a position to use the funds so generated post conversion of warrants.

In view of the above, "objects of the preferential issue" needs to be further amended as follows so as to re-allocate the unutilized portion of the funds earmarked for KML investment for working capital purposes:

Sr. No.	Particulars	Total estimated amount to be utilized (₹ In Crores)*	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
1	Capital Expenditure	39.35	Latest by March 2026
2	For strategic investment in Kisan Mouldings Limited through subscription of preferential issue.	81.00	
3	Issue related expenses	0.13	
4	Working Capital Requirements	139.12	
<b>TOTAL</b>		<b>259.60</b>	

(\*) considering 100% conversion of Warrants into Equity Shares within the stipulated time.

Note: In terms of NSE Notice No. NSE/CML/2022/56 and BSE Notice No. 20221213-47 dated December 13, 2022, the amount specified for the above- mentioned object of issue size may deviate +/- 10% depending upon the future circumstances.

The main Object Clause of Memorandum of Association of our Company enables it to undertake the existing activities along with the proposed amended activities for which the funds are being raised. Further, it is confirmed that the activities being carried out till date are in accordance with the Object Clause of the Company's Memorandum of Association.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 6 of this Notice.

Accordingly, The Board of Directors recommends the resolution as set out in Item No. 6 of this notice for the change of objects of preferential issue by way of Special Resolution.

**By order of the Board of Directors**

**Registered Office:**

37, Hargobind Enclave,  
Vikas Marg, Delhi – 110092  
Date: July 29, 2024

Sd/-

**Ankit Sharma**  
Company Secretary & Compliance Officer  
M. No.: ACS-47854

**The brief resume and other information as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and clause 1.2.5 of the Secretarial Standard -2, in relation to appointment/re-appointment of the Directors at the 38 AGM, is as under:**

<b>Name of Director</b>	<b>Mr. Ashok Kumar Gupta</b>
Age	68 Years
Director Identification Number (DIN)	01722395
Nationality	Indian
Date of first appointment on the Board	06/05/2022
Nature of expertise in specific functional areas	Management & Technical
Qualification and Brief Profile	Mr. Ashok Kumar Gupta holds a Master's degree in Physics and completed his PGDBA from AIMA. He is an industry veteran with over three decades of experience in critical management positions in reputable Organizations like SAIL, Jindal Group, Bhushan Steel, the L.N. Mittal Group and Shalimar Paints Limited, etc. He has been the driving force for propelling the growth engine and yielding profitable results for the Company. Currently, He is holding position of Vice Chairman (Non-Executive Director) on the Board of APL Apollo.
Shareholding in the Company directly or as beneficial holder	Nil
Terms and conditions of appointment / re-appointment	Mr. Ashok Kumar Gupta is a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation.
Details of remuneration sought to be paid and remuneration last drawn	As a Non-Executive Director, he is entitled to sitting fees for attending meetings of the Board/ Committees
<b>Names of other entities in which the person also holds the directorship and the membership of Committees of the board</b>	<p><b>Directorships in other Companies:</b></p> <ol style="list-style-type: none"> <li>1. Sanu Steels Private Limited</li> <li>2. APL Apollo Tubes Limited</li> <li>3. Paints and Coatings Skill Council</li> <li>4. Holistic Senior Care Private Limited</li> </ol> <p><b>Memberships in other Companies</b></p> <p>A. APL Apollo Tubes Limited</p> <ol style="list-style-type: none"> <li>1. Audit Committee – Member</li> </ol>
Relationship with other Directors, Manager and Key Managerial Personnel of the company	Nil
Number of meetings of the Board attended for the Financial Year 2023-24	6/6
Listed entities from which the person has resigned in the past three years	Shalimar Paints Limited – Resigned w.e.f. 02/07/2024

Note: Pursuant to Regulation 26 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, only two Committees viz. Audit Committee and Stakeholders Relationship Committee have been considered.



## FOR ATTENTION OF THE MEMBERS

- 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.
- Dividend Warrants: 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
- Dematerialisation of Shares and Liquidity: SEBI has mandated that securities of listed companies can be transferred/traded only in dematerialized form. Further, SEBI vide its circulars/notifications, mandated that all service requests for issue of duplicate certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, subdivision/splitting/ consolidation of certificate, transmission and transposition be also processed in dematerialised form only. On receipt of any such request the Company/RTA will issue a "Letter of Confirmation", in the prescribed format. In view of the same, Members are advised to get their shares dematerialized. Members can contact the Company's Registrar & Share Transfer Agent (RTA): Beetal Financial and Computer Services Private Limited, Beetal House, 3<sup>rd</sup> Floor 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi- 110062 or may write to the Secretarial Department of the Company at Registered Office at 37, Hargobind Enclave Vikas Marg, East Delhi, Delhi, India, 110092 and Corporate Office at - Plot No. A-140, Sector-136, Noida-201301 for assistance in this regard. Dematerialisation facility is available both on NSDL and CDSL. Company's ISIN No. is INE126J01016.
- Investor Education and Protection Fund: Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members who have not claimed their dividend from the financial year 2017-18 and onwards may write to the Secretarial Department of the Company at the address mentioned above. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in).
- SEBI vide its Master Circular SEBI/HO/OIAE/OIAE\_IAD3/P/CIR/2023/195 dated 28<sup>th</sup> December 2023, regarding Online Dispute Resolution (ODR), which is in addition to the existing SCORES platform which can be utilized by the investors and the Company for dispute resolution. Please note that the investors can initiate dispute resolution through the ODR portal only after exhausting the option to resolve dispute with the Company and on the SCORES platform. The said circular is available on the website of the Company at [www.apollopipes.com](http://www.apollopipes.com).
- As mandated by SEBI, with effect from April 1, 2024, dividend to the members holding shares in physical mode shall be paid only through electronic mode. Such payment shall be made only after they have furnished their Permanent Account Number, Contact Details (Postal Address, Mobile Number and E-mail), Bank Account Details, Specimen Signature, etc., for their corresponding physical folios with the Company / Registrar & Share Transfer Agent (RTA).
- Members are requested to intimate/update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc. Members holding shares in dematerialized form are requested to intimate all changes to their Depository Participant.

For shares held in physical mode by submitting to Registrar & Share Transfer Agent (RTA): Beetal Financial and Computer Services Private Limited the forms given below along with requisite supporting documents:

Sr. No.	Particulars	Form
1.	Registration of PAN, postal address, e-mail address, mobile number, Bank Account Details or changes / updation thereof	ISR -1
2.	Confirmation of Signature of member by the Banker	ISR-2
3.	Registration of Nomination	SH-13
4.	Cancellation or Variation of Nomination	SH-14
5.	Declaration to opt out of Nomination	ISR-3

Any service request shall be entertained by RTA only upon registration of the PAN and KYC details.

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.