

APL APOLLO TUBES LIMITED

REGD. OFFICE: 37, HARGOBIND ENCLAVE,
VIKAS MARG, NEW DELHI - 110 092

POSTAL BALLOT NOTICE (pursuant to Section 192A of the Companies Act, 1956)

NOTICE is hereby given pursuant to the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 including any statutory modification or re-enactment thereof for the time being in force, that the Company is seeking consent of its members to pass the proposed Special Resolution as set out below, by means of Postal Ballot.

The Company has appointed Mr. Deepak Kumar Lath, Lath Deepak & Associates, Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

Item No. 1

Alteration in the Incidental or Ancillary Objects Clause III (B) of the Memorandum of Association of the Company

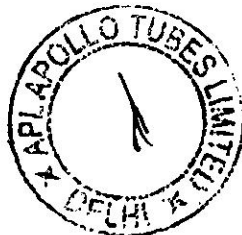
To consider and, if thought fit, to pass with or without modification(s), the following resolution as SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to Sections 16, 17 and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby accorded to alter Clause III (B) - 'Objects that are incidental or ancillary to the attainment of the main objects' of the Memorandum of association of the Company, by substituting the existing sub-clause 2 with the below mentioned sub-clause 2 :

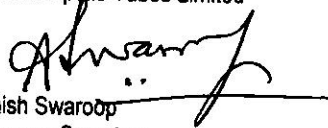
2. To amalgamate, absorb, merge, demerge, into, any other company, companies in India or abroad or vice versa, enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture or reciprocal concession, or for limited competition with any person, firm or body corporate whether in India or outside carrying on or engaged in or about to carry on or engage to any business or transaction which the company is authorized to carry on or engaged in or which can be carried on in conjunction therewith or which is capable of being conducted so as to directly or indirectly benefit the Company and further to enter into any arrangement or contract with any person, association or body corporate whether in India or outside, for technical collaboration, technical know-how or for such other purposes that may seem calculated beneficial or conducive to the objects of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and usual to implement this resolution."

Date: May 30, 2013
Place: Delhi -110 092



By order of the Board
For APL Apollo Tubes Limited


Adhish Swaroop
Company Secretary

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 173(2) AND 192A OF THE COMPANIES ACT, 1956

ITEM NO. 1

The Company has acquired certain entities as its wholly owned subsidiaries and the Company is now proposing to amalgamate its subsidiary namely Lloyds Line Pipes Limited with it for synergising the capabilities of this unit so as to ensure efficient and cost effective operations, in accordance with the laws as may be prevailing and applicable at the time of such corporate restructuring.

In view of the above and the precedents laid down by various Company Courts, and as a measure of abundant precaution, it is proposed to alter Clause III (B) relating to "Objects that are incidental or ancillary to the attainment of the main objects" to include the power to amalgamate, merge or absorb, into, other Company or companies or vice versa.

The aforesaid proposed alteration in Clause III (B) can be conveniently and advantageously combined and carried out with the existing objects/activities of the Company.

Pursuant to provisions of Sections 16, 17 and 192A of the Act, alteration in the objects Clause of the Memorandum of Association requires approval of the members by way of Special Resolution through Postal Ballot.

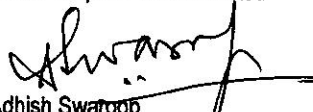
The proposal outlined above is in the interest of the Company and the Board recommends the passing of the resolution set out under Item no. 1 of the accompanying Notice as Special Resolution.

None of the Director of the Company is concerned or interested in the said resolution.

Date: May 30, 2013
Place: Delhi -110 092



By order of the Board
For APL Apollo Tubes Limited


Adhish Swaroop
Company Secretary

Encl.: 1. Postal Ballot Form
2. Postage-prepaid Envelope

POSTAL BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)
(P.S. FOR INSTRUCTIONS, PLEASE SEE OVERLEAF)

1. Name(s) of Shareholder(s)
 (in block letters)
 (including joint holders, if any) :

2. Registered Address of the sole/first
 named Shareholder :

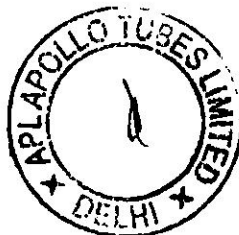
3. Registered Folio No.
 DP ID No./ Client ID No.* :
- (* Applicable to investors holding
 shares in dematerialized form) :

4. Number of Shares held :

5. I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company by sending my/our assent or dissent to the said resolution by placing the tick () mark at the appropriate box below.

Description	No. of Shares	I/We assent to the resolution	I/We dissent to the resolution
<p>Item No. 1</p> <p>"RESOLVED THAT pursuant to Sections 16, 17 and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby accorded to alter Clause III(B) - 'Objects that are incidental or ancillary to the attainment of the main objects' of the Memorandum of association of the Company, by substituting the existing sub-clause 2 with the below mentioned sub-clause 2 :</p> <p>2. To amalgamate, absorb, merge, demerge, into, any other company, companies in India or abroad or vice versa, enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture or reciprocal concession, or for limited competition with any person, firm or body corporate whether in India or outside carrying on or engaged in or about to carry on or engage to any business or transaction which the company is authorized to carry on or engaged in or which can be carried on in conjunction therewith or which is capable of being conducted so as to directly or indirectly benefit the Company and further to enter into any arrangement or contract with any person, association or body corporate whether in India or outside, for technical collaboration, technical know-how or for such other purposes that may seem calculated beneficial or conducive to the objects of the Company.</p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and usual to implement this resolution."</p>			

Place:
Date:



(Signature of the Shareholder)

INSTRUCTIONS

Instructions for filling the Postal Ballot Form

1. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot form and send it to the Scrutinizer appointed by the Company in the attached self-addressed pre-paid postage envelope. Postage has been borne and paid by the Company. However, envelopes containing Postal Ballot, if deposited in person or sent by courier at the expenses of the Registered Shareholder will also be accepted.
2. The self-addressed pre-paid postage envelope bears the address of the Scrutinizer (at which the Postal Ballot are to be sent back) appointed by the Board of Directors of the Company.
3. The Board of Directors has appointed Mr. Deepak Kumar Lath, Lath Deepak & Associates, Practicing Company Secretary, having office at AA-175, First Floor, Shalimar Bagh, Near Fortis Hospital, Delhi - 110088 as scrutinizer for conducting Postal Ballot process in fair and transparent manner.
4. There shall be one postal Ballot form for every Folio/ Client ID irrespective of the number of joint holders. A proxy shall not exercise his postal ballot.
5. The Form should be completed and signed by the shareholders. Unsigned Postal Ballot form will be rejected.
6. Where the Postal Ballot form has been signed by an authorised representative of a body corporate, a certified copy of the relevant authorization to vote on the postal ballot should accompany the Postal Ballot Form. Where the Form has been signed by a representative of the President of India or of Governor of a state, a certified copy of the nomination should accompany the Postal Ballot Form. A Member may sign the form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.
7. In case of joint holdings, this form should be completed and signed (as per the specimen signatures registered with the Company) by the first named Shareholder and in his absence, by the next named shareholder.
8. In-complete, unsigned or incorrectly ticked Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding on all.
9. Duly completed Postal Ballot form should reach the Scrutinizer not later than close of working hours (from 10:00 A.M. to 6:00 P.M.) on August 29, 2013. Postal Ballot forms received after this date will be strictly treated as if reply from the member has not been received.
10. A shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than time specified above.
11. Shareholders are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. The date of Declaration of the Postal Ballot result will be taken to be the date of passing the Special Resolution.
13. The Scrutinizer will submit his final report as soon as possible after the last date of receipt of the Postal Ballot but not later than closing business hours of 12.15 P.M. on August 30, 2013.
14. The Chairman of the Board of Directors of the Company shall announce the result of Postal Ballot at the venue of Annual General Meeting of the Company to be held on August 30, 2013 at IMA-East Delhi Building, 35-X, Institutional Area, Karkardooma, Delhi - 110092 at 12:45 P.M.

