

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (the "Act") read with the Companies (Management and Administration) Rules, 2014 that M/s. APL Apollo Tubes Limited (the "Company") is seeking the consent of its members for the Special Business to be transacted by way of Postal Ballot.

The Company seeks the consent of Members for the aforesaid proposals through resolutions specified below. Statement pertaining to the said Resolutions is also annexed. Accordingly, the said Resolutions and Statement along with Postal Ballot Form are being sent to you for your consideration. The Company has appointed Mr. Deepak Kumar Lath, Practicing Company Secretary as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in this notice and return the Postal Ballot Form duly completed in the attached self addressed, postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours (i.e., 6:00 p.m.) on Friday, December 26, 2014. Postal Ballot Forms received after this date will be considered invalid. The Scrutinizer will submit his report to Chairman on completion of the scrutiny. The results of the Postal Ballot shall be announced by the Chairman / Managing Director / Company Secretary of the Company on Saturday, December 27, 2014 and displayed on the Notice Board at 37, Hargobind Enclave, Vikas Marg, Delhi – 110092. Additionally, the result will be communicated to the National Stock Exchange of India Limited, Bombay Stock Exchange and other stock exchanges where equity shares of the company are listed and will also be placed on the website of the Company.

The date of declaration of the results of the postal ballot shall be the date on which the resolution shall be deemed to have been passed, if approved by requisite majority.

Approval of the Members is being sought for the following business:

1. Sale and Transfer of Unit-III of the Company

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution :

RESOLVED that, pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and subject to the approvals, consents, permissions and sanctions as may be necessary from the concerned authorities and subject to such terms and conditions as may be imposed by them, consent of the Company be and is hereby accorded to the Board of Directors of the Company ("the Board" which expression shall also include a committee thereof) to sell and transfer the Company's Unit -III presently situated at A-25, Industrial Area, Sikandarabad, Distt.-Bulandshahar, U.P. along with all the assets and liabilities of that unit including all licences, permits, consents and approvals whatsoever, as a "going concern" to M/s. Apollo Metalex Private Limited, a 100% subsidiary of the company with immediate effect at the book value of the assets not exceeding Rs. 16 crores.

RESOLVED FURTHER that the Board be and is hereby authorised to do and perform all such acts, deeds and things, as may be necessary, without further referring to the Members of the Company, including finalising the terms and conditions, methods and modes in respect thereof, determining the exact effective date, if need to be changed, and finalising and executing necessary documents including schemes, agreements, deeds of assignment /



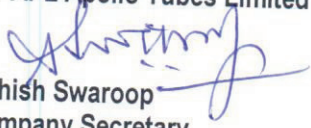
conveyance and such other documents as may be necessary or expedient in its own discretion and in the best interest of the Company including the power to delegate, to give effect to this Resolution.

2. To consider and, if thought fit, to pass with or without modification, the following Resolution as a **SPECIAL RESOLUTION**:

RESOLVED THAT pursuant to Section 94 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, the Registers and Returns required to be maintained by the Company under Section 88 (3) and 92 of the Companies Act, 2013, may be maintained at the Company's Corporate Office at 36, Kaushambi, Near Anand Vihar Terminal, Ghaziabad – 201010, Delhi NCR.

By Order of the Board of Directors

For **APL Apollo Tubes Limited**


Adhish Swaroop
Company Secretary

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

24th November, 2014

Notes :

- i) The explanatory statement and reasons for the proposed resolution pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto.
- ii) The Company has appointed Shri Deepak Kumar Lath of M/s. Lath Deepak & Associates as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
- iii) The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/Statements of beneficial ownership maintained by the Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on Friday, November 21, 2014.
- iv) In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, this Postal Ballot Notice along with the Postal Ballot Form is being sent by courier to all the members.
- v) In compliance with the provisions of sections 108 and 110 and other applicable provisions of the Companies Act, 2013, read with rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to all its members as an alternative mode of voting which will enable the members to cast their vote electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting. Please note that e-voting is optional.

form, as on the cut-off date (record date) of November 21, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

vii) Kindly note that the Members can opt for only one mode of voting i.e., either by post or e-voting. If the Members opt for e-voting, then they should not vote by post and vice versa. However, in case Members cast their vote by post and e-voting, then voting done through e-voting shall prevail and voting done by post will be treated as invalid.

viii) The Postal Ballot Notice is also being published in Financial Express and Jansatta, Delhi edition and the same has been uploaded on the Company's website viz., <http://www.aplapollo.com> and <http://www.cdslindia.com>.

ix) All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts and other statutory registers are open for inspection by the Members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m on all working days except Saturdays, Sundays and national holidays, from the date hereof up to Friday, December 26, 2014.

x) The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on the cut-off date i.e. Friday, November 21, 2014

xi) Instructions for Voting:

A. Voting through Physical Postal Ballot Form

1. A member desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self-addressed prepaid postage Envelope. However, in case a Member sends the Postal Ballot by courier or registered post or delivers it in person at his expense, such Postal Ballots will also be accepted.

2. The Postal Ballot Form, duly completed and signed by the Member(s) should be returned in the enclosed self-addressed prepaid postage Envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours i.e. before 6:00 p.m. on Friday, December 26, 2014. Any Postal Ballot Form received after the said date shall be treated as if the reply from the Member(s) has not been received. No other form or photocopy of the Postal Ballot Form will be permitted / accepted.

Instructions and other information relating to e-voting are as under:

- i. The e-voting facility can be availed by typing the link www.evotingindia.com in the internet browser.
- ii. Click on the "shareholders" tab.
- iii. Now select the Company name from the drop down menu and click on "SUBMIT"
- iv. 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.



vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

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

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.• In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Rajesh Kumar with folio number 100 then enter RA00000100 in the "PAN" field
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio respectively in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio respectively.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</p>

viii. After entering these details appropriately, click on "SUBMIT" tab.

ix. Members holding shares in physical form will then reach directly the Company selection screen.

However, members 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.

x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xi. 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.

xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xiii. 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.



- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates and Custodians respectively.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of members receiving Postal Ballot Form by Post:

- A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- B) The voting period begins on November 27, 2014 at 10:00 a.m. (IST) and ends on December 26, 2014 at 6:00 p.m. (IST). 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 November 21, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny and the results of the voting by Postal Ballot will be announced by the Chairman of the company on Saturday, December 27, 2014 and displayed on the Notice Board at 37, Hargobind Enclave, Vikas Marg, Delhi – 110092. Additionally, the result will be communicated to the National Stock Exchange of India Limited, Bombay Stock Exchange and other stock exchanges where equity shares of the company are listed and will also be placed on the website of the Company and the website of CSDL within 2 (two) days of the passing of the resolution.



STATEMENT AND REASONS FOR THE PROPOSED RESOLUTIONS PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013

Item No. 1

The Board of directors of the company decided to sell / transfer its one of the unit situated at A-25, Industrial Area, Sikandarabad, Distt. – Bulandshahar, U.P. to one of its subsidiary company M/s. Apollo Metalex Pvt. Ltd. in its meeting duly convened board meeting held on November 12, 2014.

M/s. Apollo Metalex Pvt. Ltd. is having its sheet galvanizing facilities since 2007. Over the years it has got technical expertise and competency to customize the zinc proportion in its final product as per the customer's precise requirement. It has got robust marketing presence not only in the domestic but also in the overseas market and presently enjoys good reputation for its products.

The transfer will get the subsidiary company synergies of operations and economy of large scale leading to lower administrative, marketing, manufacturing cost resulting into better margins in the years ahead.

The other information as required under Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 as follows :

- (a) the name of the related party and nature of relationship : M/s. Apollo Metalex Pvt. Ltd., a wholly owned subsidiary company;
- (b) name of the director or key managerial personnel who is related, if any : Mr. Sanjay Gupta, Mr. Vinay Gupta and Mr. Sameer Gupta are related to each other as director of both the company;
- (c) the nature, duration of the contract and particulars of the contract or arrangement : Transfer / Sell of Unit-III of the company;
- (d) the material terms of the contract or arrangement including the value, if any : the transaction is done at book value of the assets and value not exceeding Rs. 16 crores.
- (d) any advance paid or received for the contract or arrangement, if any : No advance received;
- (e) the manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract : the price of the contract is arrived at the book value of the assets.

This item required the approval of members by way of an ordinary resolution. Your Directors recommend the resolution for your approval.

None of the Directors, Key Managerial Personnel or their relatives are deemed to be interested in this Resolution except Mr. Sanjay Gupta, Mr. Vinay Gupta and Mr. Sameer Gupta who are related parties to the aforesaid contract.

Item No. 2

The Register of Members and other Registers/ Returns under Section 94 of the Companies Act, 2013 is presently required to be maintained in the Registered Office. In terms of proviso to Section 94(1) and Rule 5 (2) of Companies (Management and Administration) Rules, 2014, the Register of Members and other Registers/ Returns required to be maintained at the registered office can be maintained at any other place in India, in which more than one-tenth of total Members reside, if so authorised by way of a Special Resolution. It is proposed to maintain these registers at the Company's Corporate Office at 36, Kaushambi, Near Anand Vihar Terminal, Ghaziabad - 201010, NCR Delhi, since more than 10% of the Members reside in NCR Delhi which needs the approval of Members by way of Special Resolution. Your Directors recommend the resolution for your approval.

None of the Directors, Key Managerial Personnel or their relatives are deemed to be interested in this Resolution.



APL APOLLO TUBES LIMITED
REGD. OFFICE: 37, HARGOBIND ENCLAVE,
VIKAS MARG, NEW DELHI – 110 092
CIN : L74899DL1986PLC023443
Ph.:011-22373437 Fax:011-22373537
Email id : comsec@aplapollo.com Website : www.aplapollo.com

POSTAL BALLOT FORM

(Pursuant to provisions of Section 110 of the Companies Act, 2013 and rules made thereunder)

1.	Name of the first Named Shareholder (In block letters)			
2.	Postal Address			
3.	Name(s) of the Joint Shareholder, if any (In block letters)			
4.	Registered folio No. / *Client ID No. (Applicable to investors holding shares in dematerialized form)			
5.	No. of shares held			
6.	I/we hereby exercise my/our Vote in respect of the resolutions to be passed through postal ballot for the business stated in the notice of the Company dated August 22, 2014 by sending my/our assent or dissent to the said resolutions by placing a (✓) in the appropriate column below :-			
s.no.	Item Description	No. of votes exercised corresponding to the total number of voting rights	I/we assent the resolution (FOR)	I/we assent the resolution (AGAINST)
1	Ordinary resolution for transfer / sale of Unit – III of the company.			
2	Special Resolution for approval of place for keeping the statutory registers and returns other than registered office of the company.			

(Signature of Member)

Place :

Date :

Email Id :

Tel / Mobile No. :

(1) Each equity shares of the company carry one vote

(2) Please read carefully the instructions printed in the notice before exercising the vote.

ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	USER ID	PASSWORD / PIN

Note : Please read the instructions printed overleaf carefully before exercising your vote. Last date for receipt of Postal Ballot Forms by Scrutinizer is December 26, 2014 (i.e. 6:00 P.M. IST).



INSTRUCTIONS

1. A Shareholder desirous of exercising vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed Business Reply Envelope. Postal charges will be borne by the Company. Envelopes containing Postal Ballot Form, if deposited in person or sent by courier or any other mode at the expense of the Shareholders(s) will also be accepted.
2. Please convey your assent / dissent in this Postal Ballot form only. The assent or dissent received in any other form shall not be considered valid.
3. The self-addressed Business Reply Envelope bears the name and postal address of the Scrutinizer appointed by the Company.
4. 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.
5. This Postal Ballot Form should be completed and signed by the Shareholder (as per specimen signature registered with the Company / R&TA or Depository Participants, in respect of shares held in the physical form or dematerialized form respectively). In case of joint holding, this Form must be completed and signed by the first named Shareholder and in his/her absence, by the next named Shareholder.
6. In case of shares held by Companies, Trusts, Societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution/authorization giving requisite authority to the person voting on the Postal Ballot Form, together with the duly attested specimen signature(s) of the authorized signatories.
7. The Postal Ballot Form duly completed and signed should be forwarded to the Scrutinizer appointed by the Company so as to reach him not later than the close of working hours of December 26, 2014 (i.e. 6:00 P.M. IST). Postal Ballot forms received after this date will be strictly treated as if the reply from such shareholder(s) has not been received.
8. A Shareholder can apply for duplicate postal ballot form through an email at investors@aplapollo.com, if so required. However, the duly filled in duplicate postal ballot form should reach the scrutinizer not later than the close of working hours of December 26, 2014 (i.e. 6:00 P.M. IST).
9. The right of voting by postal ballot shall not be exercised by proxy.
10. Members are requested to fill the postal ballot form in indelible ink (and avoid filling it by using erasable writing mediums like pencil).
11. Voting rights shall be reckoned on the paid up value of shares registered in the name(s) of shareholder (s) on the cut-off date i.e. November 21, 2014.
12. Unsigned, incomplete or incorrectly ticked postal ballot forms shall be rejected.
13. Members are requested not to send any other papers along with the postal ballot form in the enclosed self-addressed postage prepaid envelop. If any extraneous paper is found, the same will be destroyed by the scrutinizer.
14. There will be one postal ballot form for every folio/client ID, irrespective of the number of Joint holders.
15. The Scrutinizer's decision on the validity of postal ballot shall be final.
16. The Company is pleased to offer e-voting facility as an alternative, for all the shareholders of the company to enable them to cast their votes electronically instead of dispatching postal ballot form. E-voting is optional. The detailed procedure of e-voting is enumerated in the notes to the postal ballot notice.
17. The result along with scrutinizer's report of the postal ballot shall be announced and placed on the website of the company on December 27, 2014.

