

To
 The Chairman
 30TH Annual General Meeting of the members of
 APL Apollo Tubes Limited
 Held on 28th August at 1:00 PM

Dear Sir,

Sub.: Consolidated Scrutinizer Report on remote E-voting/Physical Ballot forms conducted pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Rules, 2015 and voting at the Annual General Meeting of APL Apollo Tubes Limited held on Friday, 28th August 2015 at 1:00 PM.

- I, Deepak Kumar Lath, Practicing Company Secretary, Membership No. FCS-5309, had been appointed as Scrutinizer by the Board of Directors of APL Apollo Tubes Limited (the Company), pursuant to Section 108 of the Companies Act, 2013 (the "Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the "Rules") as amended, to conduct the remote e-voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the resolutions forming part of the Notice of the 30th Annual General Meeting of the members of the Company (AGM) held on Friday, 28th August 2015 at 1:00 PM at JP Hotel & Resorts, 6B, I.P. Extension, Patparganj, Near Max Hospital, Delhi - 110092.
- The management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the notice to the AGM of the members of the Company. My responsibility as scrutinizer for the e-voting process and for poll at the AGM is restricted to make Scrutinizer's report of votes cast "in favour" or 'against" the resolutions stated above, based on the reports generated from the e-voting system provided by CDSL, the authorized agency engaged by the Company to provide e-voting facilities for e-voting and also at the time of poll at AGM.
- I have issued separate Scrutinizer's report dated 28.08.2015 on the e-voting facility and on the poll on the resolutions contained in the notice to the AGM. As requested by management, I submit herewith my combined report on the results of e-voting together with that of poll as under:-

Item No of Notice / Resolution No	Particulars of Business	Shareholders who have cast their votes		Votes in favor of the resolution			Votes Against the resolution			Invalid Votes	
		No of Share-holders	No of Equity Shares	No of Share-holders	No of votes cast by them	%	No of Share-holders	No of votes cast by them	%	Nos.	%
ORDINARY BUSINESS											
1. Adoption of the Audited Statement of Profit and Loss, Balance Sheet [Consolidated and Standalone], Report of Board of Directors and Auditors for the year ended March 31, 2015 As an Ordinary Resolution - Item No. 1 Passed with requisite majority.	E-Voting	17	42,26,039	17	42,26,039	30.73	0	0	0	0	0
	Poll	21	95,25,270	21	95,25,270	69.27	0	0	0	0	0
	Total	38	1,37,51,309	38	1,37,51,309	100.00	0	0	0	0	0



2. Declaration of Dividend on Ordinary Shares for the financial year 2014-2015 As an Ordinary Resolution - Item No. 2 Passed with requisite majority.	E-Voting	18	58,12,539	18	58,12,539	37.90	0	0	0	0	0
	Poll	21	95,25,270	21	95,25,270	62.10	0	0	0	0	0
	Total	39	1,53,37,809	39	1,53,37,809	100.00	0	0	0	0	0
3. Re-appointment of Mr. Sameer Gupta as a Director As an Ordinary Resolution - Item No. 3 Passed with requisite majority.	E-Voting	18	58,12,539	16	42,26,038	27.55	2	1586501	0	0	0
	Poll	21	95,25,270	21	95,25,270	62.10	0	0	0	0	0
	Total	39	1,53,37,809	39	1,37,51,308	89.65	2	1586501	10.35	0	0
4. Appointment of M/s Deloitte Haskins & Sells LLP in place of M/s VAPS & Co. as a Statutory Auditors As an Ordinary Resolution - Item No. 4. Passed with requisite majority.	E-Voting	18	58,12,539	18	58,12,539	37.90	0	0	0	0	0
	Poll	21	95,25,270	21	95,25,270	62.10	0	0	0	0	0
	Total	39	1,53,37,809	39	1,53,37,809	100.00	0	0	0	0	0
SPECIAL BUSINESS - ORDINARY RESOLUTION											
5. Appointment Ms. Neeru Abrol as an Independent Director As an Ordinary Resolution - Item No. 5. Passed with requisite majority.	E-Voting	18	58,12,539	18	58,12,539	37.90	0	0	0	0	0
	Poll	21	95,25,270	21	95,25,270	62.10	0	0	0	0	0
	Total	39	1,53,37,809	39	1,53,37,809	100.00	0	0	0	0	0
6. Appointment of M/s R.J. Goel & Co. as an Cost Accountants. As an Ordinary Resolution - Item No. 6. Passed with requisite majority.	E-Voting	18	58,12,539	17	58,03,339	37.84	1	9200	0	0	0
	Poll	21	95,25,270	21	95,25,270	62.10	0	0	0	0	0
	Total	39	1,53,37,809	38	1,53,28,609	99.94	0	9200	0.06	0	0
SPECIAL BUSINESS - SPECIAL RESOLUTION											
7. Approve creation of charge or mortgage under the Companies Act, 2013 and the Rules framed there under. As a Special Resolution - Item No. 7. Passed with requisite majority.	E-Voting	17	46,81,539	17	46,81,539	32.95	0	0	0	0	0
	Poll	21	95,25,270	21	95,25,270	67.05	0	0	0	0	0
	Total	38	1,42,06,809	38	1,42,06,809	100.00	0	0	0	0	0



8. Approve Borrowing of moneys under the Companies Act, 2013 upto Rs. 1000 crores (Rupees one thousands crores only) irrespective of the fact that such aggregate amount of borrowings outstanding at any one time may exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves. As a Special Resolution - Item No. 8. Passed with requisite majority	E-Voting	17	46,81,539	17	46,81,539	32.95	0	0	0	0	0
	Poll	21	95,25,270	21	95,25,270	67.05	0	0	0	0	0
	Total	38	1,42,06,809	38	1,42,06,809	100.00	0	0	0	0	0
9. Approve for offer and issue of Redeemable, Non-cumulative debentures under Private Placement basis. As a Special Resolution - Item No. 9. Passed with requisite majority	E-Voting	17	46,81,539	17	46,81,539	32.95	0	0	0	0	0
	Poll	21	95,25,270	21	95,25,270	67.05	0	0	0	0	0
	Total	38	1,42,06,809	38	1,42,06,809	100.00	0	0	0	0	0

All the resolutions stand passed under e-voting and poll with requisite majority.

Yours faithfully,
For Lath Deepak & Associates
Company Secretaries



Deepak Lath

(Deepak Kumar Lath)
Membership No. FCS-5309
C.P No. 3644

Place: Delhi
Date: 28th August, 2015

Form MGT-13

Report of Scrutinizer(s)

[Pursuant to Section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To
 The Chairman
 APL Apollo Tubes Limited

30th Annual General Meeting of the Equity Shareholders of APL Apollo Tubes Limited held on Friday, 28th August, 2015, at 1.00 P.M. at JP Hotel & Resorts, 6B, I.P. Extension, Patparganj, Near Max Hospital, Delhi- 110 092

Dear Sir,

I, Deepak Kumar Lath, Company Secretary in Practice, appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the 30th Annual General Meeting of the Equity Shareholders of M/s. APL Apollo Tubes Limited (the Company), held on Friday, 28th August, 2015, at 1.00 P.M. at JP Hotel & Resorts, 6B, I.P. Extension, Patparganj, Near Max Hospital, Delhi – 110092, submit my report as under.

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for the polling were locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and in presence of two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and transfer Agents of the Company and the authorization/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the poll is as under:

Item No of Notice / Resolution No	Shareholders who have cast their votes through Polling		For			Against		
	No of Share-holders	No of Equity Shares	No of Share-holders	No of votes cast by them	%	No of Share-holders	No of votes cast by them	%
ORDINARY BUSINESS								
1. Adoption of the Audited Statement of Profit and Loss, Balance Sheet [Consolidated and Standalone], Report of Board of Directors and Auditors for the year ended March 31, 2015 As an Ordinary Resolution - Item No. 1 Passed with requisite majority.	21	95,25,270	21	95,25,270	100.00	0	0	0.0



2. Declaration of Dividend on Ordinary Shares for the financial year 2014-2015 As an Ordinary Resolution - Item No. 2 Passed with requisite majority.	21	95,25,270	21	95,25,270	100.00	0	0	0.0
3. Re-appointment of Mr. Sameer Gupta as a Director of the Company. As an Ordinary Resolution - Item No. 3 Passed with requisite majority.	21	95,25,270	21	95,25,270	100.00	0	0	0.0
4. Appointment of M/s. Deloitte Haskins & Sells LLP in place of M/s VAPS & Co. as a Statutory Auditors of the Company. As an Ordinary Resolution - Item No. 4 Passed with requisite majority.	21	95,25,270	21	95,25,270	100.00	0	0	0.0
SPECIAL BUSINESS - ORDINARY RESOLUTION								
5. Appointment of Ms. Neeru Abrol as an Independent Director of the Company. As an Ordinary Resolution - Item No. 5 Passed with requisite majority.	21	95,25,270	21	95,25,270	100.00	0	0	0.0
6. Appointment of M/s R.J. Goel & Co. as Cost Accountants of the Company. As an Ordinary Resolution - Item No. 6 Passed with requisite majority.	21	95,25,270	21	95,25,270	100.00	0	0	0.0
SPECIAL BUSINESS - SPECIAL RESOLUTION								
7. Approve creation of charge or mortgage under the Companies Act, 2013 and the Rules framed there under. As a Special Resolution - Item No. 7 Passed with requisite majority.	21	95,25,270	21	95,25,270	100.00	0	0	0.0
8. Approve Borrowing of moneys under the Companies Act, 2013 upto Rs. 1000 crores (Rupees one thousands crores only) irrespective of the fact that such aggregate amount of borrowings outstanding at any one time may exceed the aggregate, for the time being, of the paid-up capital of the	21	95,25,270	21	95,25,270	100.00	0	0	0.0



Company and its free reserves. As a Special Resolution - Item No. 8 Passed with requisite majority.								
9. Approve for offer and issue of Redeemable, Non-cumulative debentures under Private Placement basis. As a Special Resolution - Item No. 9 Passed with requisite majority.	21	95,25,270	21	95,25,270	100.00	0	0	0.0

5. A Compact Disc containing a list of equity shareholders who voted "FOR" and "AGAINST" and those voted were declared invalid for each resolution is enclosed.

6. The poll paper and all other relevant records were sealed and handed over to the Company Secretary/ Director authorized by the Board for safe keeping.

Yours faithfully,
For Lath Deepak & Associates
Company Secretaries



Deepak Lath

(Deepak Kumar Lath)
Membership No. FCS-5309
C.P No. 3644

Place: Delhi
Date: 28th August, 2015

Scrutinizer's Report on E-Voting carried out for APL Apollo Tubes Limited

To
The Chairman
APL Apollo Tubes Limited

30th Annual General Meeting of the Equity Shareholders of **APL Apollo Tubes Limited** held on Friday, 28th August, 2015, at 1.00 P.M. at JP Hotel & Resorts, 6B, I.P. Extension, Patparganj, Near Max Hospital, Delhi- 110 092

Sub: Scrutinizers Report on Electronic Voting in Respect of Matters Set Out in the Notice of 30th Annual General Meeting pursuant to Section 108 of the Companies Act, 2013 and rule 20(3)(ix) of the Companies (Management and Administration) Rules, 2014

Dear Sir,

1. I, Deepak Kumar Lath, Company Secretary in Practice, appointed as Scrutinizer(s) vide company letter dated July 30, 2015 to scrutinize the e-voting in connection with the following matter set out in the notice dated 29th July, 2015 in respect of the 30th Annual General Meeting of the Equity Shareholders of M/s. APL Apollo Tubes Limited.

RESOLUTION NO.	RESOLUTION
	ORDINARY BUSINESS - ORDINARY RESOLUTION
1	Adoption of the Audited Statement of Profit and Loss, Balance Sheet [Consolidated and Standalone], Report of Board of Directors and Auditors for the year ended March 31, 2015.
2	Declaration of Dividend on Ordinary Shares for the financial year 2014-2015
3	Re-appointment of Mr. Sameer Gupta as a Director of the Company
4	Appointment of M/s. Deloitte Haskins & Sells LLP in place of M/s. VAPS & Co. as a Statutory Auditors of the Company.
	SPECIAL BUSINESS - ORDINARY RESOLUTION
5	Appointment of Ms. Neeru Abrol as an Independent Director of the Company
6	Appointment of M/s R.J. Goel & Co. as Cost Accountants of the Company
	SPECIAL BUSINESS - SPECIAL RESOLUTION
7.	Approve creation of charge or mortgage under the Companies Act, 2013 and the Rules framed there under.
8.	Approve borrowing of moneys under the Companies Act, 2013 upto Rs. 1000 crores (Rupees one thousands crores only) irrespective of the fact that such aggregate amount of borrowings outstanding at any one time may exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves.
9.	Approval for offer and issue of Redeemable, Non-cumulative debentures under Private Placement basis.

2. I submit my report as under:

2.1 As per the information provided to me, the Company has completed the dispatch of notice of 30th Annual General Meeting, through courier on August 1, 2015 to the members whose name appear on the register of members/list of beneficiaries as on July 24, 2015 and for the those shareholders, whose email id were available in the electronic registry, the notice has been sent by email.

2.2 The cut-off date (record date) for the purpose of identifying the shareholders who will be entitled to vote on the resolution through e-voting was Friday, August 21, 2015. The e-voting period commenced on 25th August, 2015 at 9.00 A.M. IST and ended on 27th August, 2015 at 5.30 PM IST.

2.3 As prescribed in clause (v) of sub-rule 3 of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company also released an advertisement, which was published more than 5 days in advance from the date of beginning of the voting period in English in Financial Express dated 30th July 2015 and in Hindi in Jan Satta newspaper dated 30th July, 2015. The notice published in newspaper carried the required information as specified in Rule 20.



2.4 At the end of the voting period on 27th August, 2015, the voting portal of the service provider was blocked forthwith. As required under Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014 the votes were unblocked by the undersigned on 28th August 2015, in the presence of Mr. Rajeev Kumar and Mr. Dinesh Singh who acted as witness and both of whom are not employees of the Company.

2.5 As a scrutinizer the report of the e-voting carried out by the shareholders are duly complied, the details are as under :

2.6 There are in all 18 shareholders holding 5812539 equity shares of the Company, who have participated in the e-voting process of the Company.

The result of the e-voting is as under :

Item No of Notice / Resolution No	Shareholders who have cast their votes through e-voting		For			Against		
	No of Share-holders	No of Equity Shares	No of Share-holders	No of votes cast by them	%	No of Share-holders	No of votes cast by them	%
ORDINARY BUSINESS								
1. Adoption of the Audited Statement of Profit and Loss, Balance Sheet [Consolidated and Standalone], Report of Board of Directors and Auditors for the year ended March 31, 2015 As an Ordinary Resolution - Item No. 1 Passed with requisite majority.	17	4226039	17	4226039	100.00	0	0	0.0
2. Declaration of Dividend on Ordinary Shares for the financial year 2014-2015 As an Ordinary Resolution - Item No. 2 Passed with requisite majority.	18	5812539	18	58,12,539	100.00	0	0	0.0
3. Re-appointment of Mr. Sameer Gupta as a Director of the Company. As an Ordinary Resolution - Item No. 3 Passed with requisite majority.	18	5812539	16	4226038	72.71	2	1586501	27.29
4. Appointment of M/s Deloitte Haskins & Sells LLP in place of M/s VAPS & Co. as a Statutory Auditors of the Company. As an Ordinary Resolution-Item No. 4 Passed with requisite majority.	18	5812539	18	58,12,539	100.00	0	0	0.0
SPECIAL BUSINESS - ORDINARY RESOLUTION								
5. Appointment of Ms. Neeru Abrol as an Independent Director of the Company. As an Ordinary Resolution - Item No. 5 Passed with requisite	18	5812539	18	58,12,539	100.00	0	0	0.0



majority.								
6. Appointment of M/s. R.J. Goel & Co. as Cost Accountants of the Company. As an Ordinary Resolution - Item No. 6 Passed with requisite majority.	18	5812539	17	5803339	99.84	1	9200	0.16
SPECIAL BUSINESS - SPECIAL RESOLUTION								
7. Approve creation of charge or mortgage under the Companies Act, 2013 and the Rules framed there under. As a Special Resolution - Item No. 7 Passed with requisite majority.	17	4681539	17	4681539	100.00	0	0	0.0
8. Approve Borrowing of moneys under the Companies Act, 2013 upto Rs. 1000 crores (Rupees one thousand crores only) irrespective of the fact that such aggregate amount of borrowings outstanding at any one time may exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves. As a Special Resolution - Item No. 8 Passed with requisite majority.	17	4681539	17	4681539	100.00	0	0	0.0
9. Approve for offer and issue of Redeemable, Non-cumulative debentures under Private Placement basis. As a Special Resolution - Item No. 9 Passed with requisite majority.	17	4681538	17	4681539	100.00	0	0	0.0

Yours faithfully,
For Lath Deepak & Associates
Company Secretaries



Deepak Lath

(Deepak Kumar Lath)
Membership No. FCS-5309
C.P No. 3644

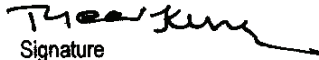
Place: Delhi
Date: 28th August, 2015

Sr. No	Name of Witness & Address	Signature
1	RAJEEV KUMAR AE-163, GROUND FLOOR, SHALIMAR BAGH, DELHI-110088	<i>Rajeev Kumar</i>
2	Dinesh Singh 244/103B, Gali No. 3, School Block Mandawali, Delhi-110092	<i>Dinesh Singh</i>

Statement of Witness as required to be present Under Rule 20 (3) (XI) of the Companies (Management and Administration) Rules, 2014

WITNESS - 1

I Rajeev Kumar S/o Ramswaroop gopalka .resident of AE-163, Ground Floor, Shalimar Bagh, DELHI-110088, hereby state that, I witnessed the unblocking of the votes on the web site www.evoingindia.com, when Mr. Deepak Kumar Lath, Scrutinizer appointed by M/s. APL Apollo Tubes Limited, unblocking the same. I further state that I am not the employee of M/s. APL Apollo Tubes Limited.



Signature

Date: August 29, 2015



Statement of Witness as required to be present Under Rule 20 (3) (XI) of the Companies (Management and Administration) Rules, 2014

WITNESS - 1

I Dinesh Singh, S/o Late Prameshwar Singh, resident of 244/103B, Gali No.3, School Block Mandawali, Delhi-110092, hereby state that, I witnessed the unblocking of the votes on the web site www.evoingindia.com, when Mr. Deepak Kumar Lath, Scrutinizer appointed by M/s. APL Apollo Tubes Limited, unblocking the same. I further state that I am not the employee of M/s. APL Apollo Tubes Limited.

Signature



Date: August 29, 2015

