# LATH DEEPAK & ASSOCIATES Company Secretaries

Office: AA-175, First floor

SHALIMAR BAGH, DELHI-110088

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Email: fcsdeepaklath@gmail.com

To
The Chairman
30<sup>™</sup> Annual General Meeting of the members of
APL Apollo Tubes Limited
Held on 28<sup>™</sup> 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.

- 1. 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.
- 2. 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.
- 3. 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 / Particulars Resolution No of		Shareholders who have cast their votes		Votes in favor of the resolution			Votes Against the resolution			Invalid Votes	
	Business	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.	%
•			OR	DINARY BI	USINESS						
1. Adoption of the Audited Statement of	E-Voting	17	42,26,039	17	42,26,039	30.73	0	0	0	0	0
Profit and Loss, Balance Sheet	Poll	21	95,25,270	21	95,25,270	69.27	0	0	0	0	0
[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.	Total	38	1,37,51,309	38	1,37,51,309	100.00	0	0	0	•	0



2. Declaration of	E-Voting	18	58,12,539	18	58,12,539	37.90	0	0	0	0	0
Dividend on Ordinary Shares for the	Poll	21	95,25,270	21	95,25,270	62.10	0	0	0	0	0
financial year 2014- 2015 <b>As an Ordinary</b>	Total	39	1,53,37,809	39	1,53,37,809	100.00	0	0	Ō	0	0
Resolution - Item											
No. 2 Passed with									•		
requisite majority.  3. Re-appointment of	E-Voting	18	58,12,539	16	42,26,038	27.55	2	1586501	0	0	0
Mr. Sameer Gupta as a Director As an Ordinary	Poll	21	95,25,270	21	95,25,270	62.10	0	0	0	0	0
As an Ordinary Resolution - Item No. 3 Passed with	Total	39	1,53,37,809	39	1,37,51,308	89.65	2	1586501	10.35	0	0
requisite majority.					l						
4. Appointment of	E-Voting	18	58,12,539	18	58,12,539	37.90	0	0	0	0	0
M/s Deloitte Haskins & Sells LLP in place	Poll	21	95,25,270	21	95,25,270	62.10	0	0	0	0	0
of M/s VAPS & Co. as a Statutory	Total	39	1,53,37,809	39	1,53,37,809	100.00	0	0	0	. 0	0
Auditors As an Ordinary											
Resolution - Item No. 4. Passed with											
requisite majority.	1					[					
SPECIAL BUSINESS	ODDINADVI	PESOLUTIO	) )								
				10	50 40 500	1 27 00					
5. Appointment Ms. Neeru Abrol as an		18	58,12,539	18	58,12,539	37.90	0	0	0	0	
Independent Director As an Ordinary	Poll	21	95,25,270	21	95,25,270	62.10	0	0	0	0	0
Resolution - Item No. 5. Passed with requisite majority.	Total	39	1,53,37,809	39	1,53,37,809	100.00	0	0	0	0	0
6. Appointment of	E-Voting	18	58,12,539	17	58,03,339	37.84	1	9200	0	0	0
M/s R.J. Goel & Co. as an Cost	Poll	21	95,25,270	21	95,25,270	62.10	0	0	0	0	0
Accountants.  As an Ordinary	Total	39	1,53,37,809	38	1,53,28,609	99.94	0	9200	0.06	0	0
Resolution - Item No. 6. Passed with	Total	39	1,55,57,555		1,00,20,000	00,04		0200	3,00		
requisite majority.											
SPECIAL BUSINESS	- SPECIAL RE	SOLUTION	i			1	·	L	•	•	`
7. Approve creation of charge or	E-Voting	17	46,81,539	17	46,81,539	32.95	0	0	0	0	0
mortgage under the Companies Act, 2013	Poll	21	95,25,270	21	95,25,270	67.05	0	0	0	0	0
and the Rules framed there under.	Total	38	1,42,06,809	38	1,42,06,809	100.00	0	0	0	0	0
As a Special											
Resolution - Item										•	
No. 7. Passed with											
requisite majority.	<u> </u>	<u> </u>		<u> </u>	<u> </u>	EEPAK &		<u> </u>	<u></u>	]	L
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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 amount of borrowings outstanding at each of the Company and its free reserves.  As a Special Resolution - Item No. 8. Passed with requisite majority  9. 9. Approve for offer and issue of Redeemable, Noncumulative debentures under Private Placement basis.  As a Special Resolution - Item No. 9. Passed with requisite majority  17. 46,81,539 17. 46,81,539 17. 46,81,539 32.95 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0												
Solution	8. Approve Borrowing	E-Voting	17	46.81.539	17	46 81 539	32.05		T	1 0		T _
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  9. 9. Approve for offer and issue of Redeemable, Non-cumulative debentures under Private Placement basis.  As a Special Resolution - Item No. 1, Passed with requisite majority  1. 46,81,539	of moneys under the			1 11,5 1,5 1	''	40,01,000	32.33	"	0	"	0	0
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  9. 9. Approve for offer and issue of Redeemable, Non-cumulative debentures under Private Placement basis.  As a Special Resolution - Item No. 1, Passed with requisite majority  1. 46,81,539	Companies Act, 2013	Poll	21	95.25.270	21	95 25 270	67.05	_	1 .	_		
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  9. 9. Approve for offer and issue of Redeemable, Noncumulative debentures under Private Placement Total  1.42,06,809	upto Rs. 1000 crores	]		,,	l	00,20,270	07.00	0	"	U	1 0	0
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  9. 9. Approve for offer and issue of Redeemable, Non-cumulative debentures under Private Placement basis.  As a Special Resolution - Item No. 9. Possed with requisite majority  1. 46,81,539	, , , , , , , , , , , , , , , , , , , ,	Total	38	1.42.06.809	38	1 42 06 800	100.00		_	_		
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 term No. 8. Passed with requisite majority  9. 9.Approve for offer and issue of Redeemable, Non-cumulative debentures under Private Placement basis.  As a Special Resolution term No. 9. Passed with		ļ		, =,==,,===		1,12,00,000	100.00	, ,	"	· 0	0	0
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  9. 9. Approve for offer and issue of Redeemable, Non-cumulative debentures under Private Placement basis.  As a Special Resolution - Item No. 9. Passed with	only) irrespective of			ł :						ĺ		
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  9. 9.Approve for offer and issue of Redeemable, Noncumulative debentures under Private Placement basis.  As a Special Resolution - Item No. 9. Passed with		1										ĺ
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  9. 9. Approve for offer and issue of Redeemable, Noncumulative debentures under Private Placement basis.  As a Special Resolution - Item No. 9. Passed with	aggregate amount of			}				1		ĺ		
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  9. 9. Approve for offer and issue of Redeemable, Noncumulative debentures under Private Placement basis.  As a Special Resolution - Item No. 9. Passed with												
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  9. 9. Approve for offer and issue of Redeemable, Noncumulative debentures under Private Placement basis.  As a Special Resolution - Item No. 9. Passed with				}								
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paid-up capital of the Company and its free reserves.  As a Special Resolution - Item No. 8. Passed with requisite majority  9. 9. Approve for offer and issue of Redeemable, Non-cumulative debentures under Private Placement basis.  As a Special Resolution - Item No. 9. Passed with											İ	
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reserves.  As a Special Resolution - Item No. 8. Passed with requisite majority  9. 9. Approve for offer and issue of Redeemable, Non-cumulative debentures under Private Placement basis.  As a Special Resolution - Item No. 9. Passed with	paid-up capital of the						i					
As a Special Resolution - Item No. 8. Passed with requisite majority  9. 9. Approve for offer and issue of Redeemable, Non-cumulative debentures under Private Placement basis.  As a Special Resolution - Item No. 9. Passed with		ļ l		1					ļ	ĺ		1 1
Resolution - Item No. 8. Passed with requisite majority         E-Voting         17         46,81,539         17         46,81,539         32.95         0<					İ		ĺ			]	İ	
No. 8. Passed with requisite majority         E-Voting         17         46,81,539         17         46,81,539         32.95         0				}								
Second   S								<u>l</u>			1	
9. 9. Approve for offer and issue of Redeemable, Non-cumulative debentures under Private Placement basis.  As a Special Resolution - Item No. 9. Passed with				1								
and issue of Redeemable, Non-cumulative debentures under Private Placement basis.  As a Special Resolution - Item No. 9. Passed with					i						<b>.</b>	
Redeemable, Non-cumulative debentures under Private Placement basis.   As a Special Resolution - Item No. 9. Passed with   Poll   21   95,25,270   21   95,25,270   67.05   0   0   0   0   0   0   0   0   0		E-Voting	17	46,81,539	17	46.81.539	32.95	0	0	0		
cumulative debentures under Private Placement basis.  As a Special Resolution - Item No. 9. Passed with	1	_			}	, ,===		•	· ·	U	"	١٠١
debentures under Private Placement basis.  As a Special Resolution - Item No. 9. Passed with	, , , , , , , , , , , , , , , , , , , ,	Poll	21	95,25,270	21	95,25,270	67.05	0	n	n	ا م	اما
Private Placement basis.  As a Special Resolution - Item No. 9. Passed with	1		ĺ					•	v	U	"	"
basis. As a Special Resolution - Item No. 9. Passed with		Total	38	1,42,06,809	38	1,42,06,809	100.00	0	n	o i	ا م	ا م ا
As a Special Resolution - Item No. 9. Passed with			ĺ		J			_	Ū	Ū	ا	"
Resolution - Item No. 9. Passed with	1 .				1		1				İ	
No. 9. Passed with				1		J	ļ	}	ĺ			
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requisite majority				ļ			1			j	İ	
	requisite majority										ļ	

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

Yours faithfully, For Lath Deepak & Associates Company Secretaries

Place; Delhi Date: 28<sup>th</sup> August, 2015

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

# LATH DEEPAK & ASSOCIATES Company Secretaries

Office: AA-175, First floor

SHALIMAR BAGH, DELHI-110088

Mobile: 9811275820

Email: fcsdeepaklath@gmail.com

#### 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 30<sup>th</sup> Annual General Meeting of the Equity Shareholders of M/s. APL Apollo Tubes Limited (the Company), held on Friday, 28<sup>th</sup> 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.
- 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 ASSOC	0.0

2 Dealer House District	L 04	05.05.070	104	1 05 05 070	10000	1.0		1.4.
2. Declaration of Dividend on Ordinary Shares for the	21	95,25,270	21	95,25,270	100.00	0	0	0.0
financial year 2014-2015	İ							
As an Ordinary								
Resolution - Item No. 2								
Passed with requisite								
majority.	04	05.05.070	104	05.05.070	400.00			
<ol> <li>Re-appointment of Mr.</li> <li>Sameer Gupta as a</li> </ol>	21	95,25,270	21	95,25,270	100.00	0	0	0.0
Director of the Company.								
As an Ordinary								
Resolution - Item No. 3								
Passed with requisite								
majority. 4. Appointment of M/s.	21	95,25,270	21	95,25,270	100.00	0	0	0.0
Deloitte Haskins & Sells	21	35,25,270	21	80,20,210	100.00	U	"	0.0
LLP in place of M/s VAPS			Ì					
& Co. as a Statutory								
Auditors of the Company.								
As an Ordinary		1						
Resolution - Item No. 4 Passed with requisite								
majority.								
SPECIAL BUSINESS - ORD	INARY RES	DLUTION			l.		<u></u>	•
5. Appointment of Ms.	21	95,25,270	21	95,25,270	100.00	0	0	0.0
Neeru Abrol as an		,,	-	,,-	100,00			"
Independent Director of the								
Company.								
As an Ordinary Resolution - Item No. 5								
Passed with requisite		!						
majority.								
<ol><li>Appointment of M/s R.J.</li></ol>	21	95,25,270	21	95,25,270	100.00	0	0	0.0
Goel & Co. as Cost								
Accountants of the Company.								
As an Ordinary							!	
Resolution - Item No. 6	]							
Passed with requisite			·					
majority.		<u> </u>	<u> </u>					
SPECIAL BUSINESS - SPE			1	1 -2		1		
<ol><li>Approve creation o charge or mortgage unde</li></ol>	f   21 r	95,25,270	21	95,25,270	100.00	0	0	0.0
the Companies Act, 2013								
and the Rules framed there								
under.								
As a Special Resolution								
Item No. 7 Passed with requisite majority.	ו							
	of 21	95,25,270	21	95,25,270	100.00	0	0	0.0
moneys under the Companie		30,23,270		00,20,210			"	0.0
Act, 2013 upto Rs. 100								
crores (Rupees or	<b>I</b>	1						
thousands crores only								
irrespective of the fact the such aggregate amount		]						
borrowings outstanding at ar		1						
one time may exceed the								
aggregate, for the time bein	g,					OAK 8	100	1 1
of the paid-up capital of the	ne		1			1		
						DEL S CP No.		
						CP No.	3644 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.

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Yours faithfully, For Lath Deepak & Associates

**Company Secretaries** 

(Deepak Kumar Lath) Membership No. FCS-5309

C.P No. 3644

Place: Delhi Date: 28<sup>th</sup> August, 2015

# LATH DEEPAK & ASSOCIATES Company Secretaries

Office: AA-175, First floor SHALIMAR BAGH, DELHI-110088

Mobile: 9811275820

Email: fcsdeepaklath@gmail.com

#### 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: <u>Scrutinizers Report on Electronic Voting in Respect of Matters Set Out in the Notice of 30<sup>th</sup> 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</u>

Dear Sir,

1. I, Deepak Kurnar 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 Fulo 20.

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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				·	<b>.</b>			
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 - ORI								
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
		<u>_</u>			1	-505		1

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majority.	40	5040500	1-1-	5000000	00.04		0000	0.40
6. Appointment of M/s.	18	5812539	17	5803339	99.84	1	9200	0.16
R.J. Goel & Co. as Cost								
Accountants of the								
Company.				'	·			
As an Ordinary					ļ			
Resolution - Item No. 6					}			
Passed with requisite				1				
majority.		<u> </u>			1		<u> </u>	
SPECIAL BUSINESS - SPI	ECIAL RESO	LUTION						
		1	T	T	1		1.	
7. Approve creation of	17	4681539	17	4681539	100.00	0	0	0.0
charge or mortgage under			1					
the Companies Act, 2013								
and the Rules framed								
there under.		İ						
As a Special Resolution								
- Item No. 7 Passed with								
requisite majority.			<u> </u>		1		1	
8.Approve Borrowing of	17	4681539	17	4681539	100.00	0	0	0.0
moneys under the		1						
Companies Act, 2013 upto				ļ				
Rs. 1000 crores (Rupees		1						
one thousand crores only)	-							1
irrespective of the fact that	1							
such aggregate amount of				1				
borrowings outstanding at								
any one time may exceed		1						
the aggregate, for the time	1		ļ					1
being, of the paid-up								
capital of the Company					Ì			
and its free reserves.		Ì						
As a Special Resolution	}							
- Item No. 8 Passed with							İ	-
requisite majority.			<u> </u>		1		<b>_</b>	<b> </b>
9. Approve for offer and	17	4681538	17	4681539	100.00	0	0	0.0
issue of Redeemable,								
Non-cumulative								
debentures under Private					1			
Placement basis.					1		1	}
As a Special Resolution								
- Item No. 9 Passed with		1						
requisite majority.	ļ		1 .			I		

Yours faithfully, For Lath Deepak & Associates Company Secretaries

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

Place: Delhi Date: 28<sup>th</sup> August, 2015

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

### 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 <a href="www.evoingindia.com">www.evoingindia.com</a>, 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 <a href="www.evoingindia.com">www.evoingindia.com</a>, 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

DELHI CP No 3644