



APL/SECT/DLH/SE: 2017-18

5th September 2017

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National Stock Exchange of India Limited
"Exchange Plaza" Bandra-Kurla Complex,
Bandra (E),
Mumbai-400051

Department of Corporate Services/Listing
BSE Limited
Phiroze Jeejeebhoy Tower,
Dalal Street, Fort,
Mumbai-400001

NSE Symbol : APLAPOLLO

Scrip Code : 533758

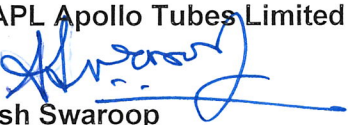
Dear Sir/Madam,

Re: Notice of the 32nd Annual General Meeting

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, please find enclosed herewith a copy of the Notice convening 32nd Annual General Meeting (AGM) of the Company scheduled to be held on Friday, 29 September, 2017, at JP Hotel & Resorts, 6B, I.P. Extension, Patparganj, Near Max Hospital, Delhi- 110092.

Thanking you

Yours faithfully
For APL Apollo Tubes Limited


Adhish Swaroop
Company Secretary

Encl: a/a

C/c :

| | | |
|--|--|--|
| National Securities Depository Ltd. Trade World, 4 th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013 | Central Depository Services (India) Ltd. Phiroze Jeejeebhoy Towers, 28th Floor Dalal Street, Mumbai – 400 023 | M/s. Abhipra Capital Ltd. GF- Abhipra Complex, Dilkhush Industrial Area, A-387, G.T. Karnal Road Azadpur, Delhi-110033 Tele. No. 011-42390725 |
|--|--|--|

APL Apollo Tubes Limited (CIN-L74899 DL 1986PLC023443)

Corp. Office : 36, Kaushambi, Near Anand Vihar Terminal, Delhi - NCR 201010, India Tel:+91-120-4041400 Fax:+91-120-4041444

Regd. Office : 37, Hargovind Enclave, Vikas Marg, Delhi 110092, India Tel:+91-11-22373437 Fax:+91-11-22373537

Unit - I : A-19, Industrial Area, Sikandrabad, Distt. Bulandshahar, U.P.-203205 India Unit - II : 332-338, Alur Village, Perandapalli, Hosur, Tamilnadu-635109 India

e-mail : info@aplpollo.com Website : www.aplpollo.com



APL APOLLO TUBES LIMITED

Regd. Office: 37 Hargobind Enclave Vikas Marg, Delhi-110092,
Corporate Identity Number: L74899DL1986PLC023443,
Tel.: 91-11-22373437. Fax: 91-11-22373537,
Website: www.aplapollo.com, email: investors@aplapollo.com

NOTICE OF 32ND ANNUAL GENERAL MEETING

NOTICE is hereby given that the thirty second annual general meeting of the members of APL Apollo Tubes Limited will be held on Friday the 29th day of September, 2017, at 11.00 A.M. at JP Hotel & Resorts, 6B, I.P. Extension, Patparganj, Near Max Hospital, Delhi- 110 092, to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company (Standalone and Consolidated) for the financial year ended 31 March, 2017 and the reports of Board of Directors and the Auditors thereon.
2. To declare dividend on equity shares of the Company for the financial year 2016-2017.
3. To appoint a director in place of Shri Romi Sehgal (DIN: 03320454), who is liable to retire by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of the auditors of the Company and to fix their remuneration and in this regard 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 139 and other applicable provisions, if any, of the Companies Act 2013, read with the rules made thereunder as amended from time to time and pursuant to the resolution of the Members passed at the 30th Annual General Meeting (AGM), the appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants, Gurugram, (ICAI Registration No.117366W/W-100018) as Auditors of the Company, to hold office from the conclusion of this AGM till the conclusion of the AGM to be held in the year 2018, be and is hereby ratified on a remuneration of ₹ 58,00,000/- (Rupees Fifty Eight Lacs only), excluding Service Taxes or GST as may be applicable and reimbursement of travelling and other out-of-pocket expenses actually incurred by the said Auditors in connection with the audit".

SPECIAL BUSINESS:

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 Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Shri Sharad Mahendra (DIN: 02100401) who was appointed as an Additional Director by the Board of Directors of the Company and who holds office as such up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company".

6. 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 Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Shri Virendra Singh Jain (DIN: 00253196), who was appointed as an Additional Director of the Company with effect from 28 January, 2017 under Section 161 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 28 January, 2017."

7. 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 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, remuneration of M/s. R.J. Goel & Co., Cost Accountants, New Delhi, (ICWAI Registration No. 000026), the Cost Auditors, appointed by the Board of Directors of the Company, to conduct audit of the cost records of the Company for the financial year 2017-18 commencing 01 April, 2017,

of ₹ 1,21,000/- excluding service tax as applicable and reimbursement of travelling and other out-of-pocket expenses actually incurred by the said Auditors in connection with the cost audit, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things as may be deemed necessary or expedient in connection therewith and incidental thereto".

8. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Sections 196, 197, 198 and Schedule V and other applicable provisions of the Companies Act 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, read with Schedule V to the Act, the re-appointment of Shri Sanjay Gupta (DIN: 00233188) as Chairman (Under whole time director category) of the Company, for a period of five years with effect from 01 April, 2017, be and is hereby approved on the terms of remuneration as set out in the Statement pursuant to Section 102(1) of the said Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year(s) during the currency of tenure of Shri Sanjay Gupta (DIN: 00233188) as Chairman (Under whole time director category), the remuneration as contemplated under the provisions of Schedule V to the Companies Act, 2013, be paid to Shri Sanjay Gupta as minimum remuneration.

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to schedule V to the Companies Act, 2013, the Board of Directors or a Committee thereof be and is hereby authorised to vary or increase the remuneration including salary, perquisites, allowances, etc. within such prescribed limit or ceiling and the said terms of remuneration of Shri Sanjay Gupta (DIN: 00233188) be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company in general meeting".

9. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Sections 196, 197, 198 and Schedule V and other applicable provisions of the Companies Act 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, read with Schedule V to the Act, the re-appointment of Shri Ashok Kumar Gupta (DIN: 01722395) as Managing Director of the Company, for a period of three years with effect from 01 May, 2017, be and is hereby approved on the terms of remuneration as set out in the Statement pursuant to Section 102(1) of the said Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year(s) during the currency of tenure of Shri Ashok Kumar Gupta (DIN: 01722395) as Managing Director, the remuneration as contemplated under the provisions of Schedule V to the Companies Act, 2013, be paid to Shri Ashok Kumar Gupta as minimum remuneration.

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to schedule V to the Companies Act, 2013, the Board of Directors or a Committee thereof be and is hereby authorised to vary or increase the remuneration including salary, perquisites, allowances, etc. within such prescribed limit or ceiling and the said terms of remuneration of Shri Ashok Kumar Gupta (DIN: 01722395) be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company in general meeting".

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

By order of the Board

Date: 20 May, 2017

Adhish Swaroop
Company Secretary

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxy (ies) to attend and vote on a poll instead of himself / herself and such proxy need not be a member of the company.

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10 (TEN) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10 (TEN) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON CANNOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS SENT HERewith. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/ AUTHORITY, AS APPLICABLE.

2. The Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts in respect of the business under Item Nos. 5 to 9 set out above and the details under Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of directors proposed to be appointed / re-appointed at the Annual General Meeting, is annexed hereto.
3. Pursuant to the provision of Section 91 of the Companies Act 2013, the register of members and share transfer books of the Company will remain closed from Saturday, 23 September, 2017 to Friday, 29 September, 2017 (both days inclusive) in connection with the AGM and for the purpose of payment of dividend for the financial year ended 31 March, 2017 of ₹ 12/- per Equity Share (120%) on 2,35,89,955 fully paid equity shares of ₹ 10/- each, as recommended by the Board of Directors, if declared at the AGM.
4. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting (AGM) are requested to send a duly certified copy of their board resolution authorising their representatives to attend and vote at the AGM.
5. In furtherance of the Go Green Initiative of the government, electronic copy of the Annual Report for 2016-17, Notice of the 32nd AGM of the Company along with admission slip and proxy form are being sent to all the members whose email IDs are registered with the

Company/Depository Participants. Physical copy of the said Annual Report for 2016-17 and Notice of the 32nd AGM may be sent on request by any such member.

6. Physical copy of the Annual Report for 2016-17, the Notice of the 32nd AGM of the Company along with admission slip and proxy form are being sent to those members who have not registered their e-mail addresses with the Company/Depository Participants. The Annual Report for 2016-17 and the Notice of the 32nd AGM along with admission slip and proxy form will also be available on the Company's website www.aplapollo.com
7. Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102 of the Companies Act, 2013, are open for inspection at the corporate office of the Company on any working day, between 11 A.M. and 1 P.M. up to the date of AGM.
8. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including annual report, notices, circulars, etc. from the Company electronically.

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

- i. Pursuant to provisions of section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called "the rule " for the purpose of this section and of the Notice) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 32nd Annual General Meeting to be held on 29 September, 2017 at 11.00 A.M. The Company has engaged the services of Central Depository Services Limited (CDSL) to provide the e-voting facility.
- ii. These details and instructions form an integral part of the Notice for the Annual General Meeting to be held on 29 September, 2017.

| Commencement of e-voting | End of e-voting |
|--|------------------------------------|
| 26 September, 2017 , 10.00 A.M. IST | 28 September, 2017, 5.00 PM IST |

During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (15 September, 2017), may cast their vote electronically. The e-voting module shall be disabled by CDSL after voting period ends.

- iv. The e-voting facility can be availed by typing the link www.evotingindia.com in the internet browser.
- v. Click on the "shareholders" tab.
- vi. Now select the Company name from the drop down menu and click on "SUBMIT"
- vii. 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.
- viii. Next enter the Image Verification as displayed and Click on Login.
- ix. 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.
- x. If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form | |
|---|---|
| PAN | <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 |
| Dividend Bank Details or Date of Birth (DOB) | <p>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.</p> <p>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 (vii).</p> |

- xi. After entering these details appropriately, click on "SUBMIT" tab.
- xii. 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.
- xiii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xiv. 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.
- xv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xvi. 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.
- xvii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xviii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xix. 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.
- xx. 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.
- xxi. 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. 15 September, 2017 -may follow the same instructions as mentioned above for e-voting.
- xxii. 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 the cut off date of 15 September, 2017 and a person who is not a member as on a cut off date should treat the Notice for information purpose only.
- xxiii. 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.
- xxiv. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 15 September, 2017 and has not casted their vote electronically, only shall be entitled to cast their vote at the Annual General Meeting.
- xxv. The Company has appointed Mr. Deepak Kumar Lath, Practicing Company Secretary (Membership No. : FCS 5309 :: COP No. 3644) as Scrutinizer to scrutinize the voting (at AGM venue) and remote e-voting process in a fair and transparent manner.
- xxvi. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes casted at the Meeting and thereafter unblock the votes casted through remote e-voting in the presence of atleast two (2) witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of AGM, a consolidated scrutinizer's report of the total votes casted in favour or against, if any, to the Chairman 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.
- xxvii. The results declared alongwith the consolidated scrutinizer's report shall be placed on the website of the Company www.aplapollo.com and on the website of CDSL www.cdslindia.com and shall simultaneously be forwarded to the concerned stock exchanges.

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT
AT THE FORTHCOMING ANNUAL GENERAL MEETING**

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and clause 1.2.5 of the Secretarial Standard -2]

| Name of Director | Shri Romi Sehgal | Shri Sharad Mahendra | Shri Virendra Singh Jain | Shri Sanjay Gupta | Shri Ashok K. Gupta |
|--|--|--|--|--|---|
| Date of birth | 11.03.1960 | 28.11.1966 | 24.07.1946 | 20.07.1971 | 07.07.1956 |
| Director Identification Number (DIN) | 03320454 | 02100401 | 00253196 | 00233188 | 01722395 |
| Nationality | Indian | Indian | Indian | Indian | Indian |
| Date of first appointment on the Board | 13.08.2016 | 29.10.2016 | 28.01.2017 | 05.01.1995 | 19.10.2011 |
| Nature of expertise in specific functional areas | Technical | Sales & Marketing | Finance | Management & Technical | Management & Technical |
| Qualification | B.E. | B.E. Mechanical | Chartered Accountant, ICWA | Graduate | Graduate |
| Shareholding in the Company | 8050 | Nil | Nil | Nil | 65000 |
| Terms and conditions of appointment / re-appointment | Appointment as a Director liable to retire by rotation | Appointment as a Director liable to retire by rotation | Appointment as Independent Director for a period of five years | Appointment for a period of five years | Appointment for a period of three years |

| Name of Director | Shri Romi Sehgal | Shri Sharad Mahendra | Shri Virendra Singh Jain | Shri Sanjay Gupta | Shri Ashok K. Gupta |
|--|---|----------------------------------|--|--|--|
| Details of remuneration sought to be paid and remuneration last drawn | Nil | Nil | As a Non-Executive Director, he is entitled to sitting fees for attending meetings of the Board/ Committee | Last drawn remuneration is given in the Corporate Governance Section of the Annual Report. The remuneration details for proposed appointment is given in the text of the resolution. | Last drawn remuneration is given in the Corporate Governance Section of the Annual Report. The remuneration details for proposed appointment is given in the text of the resolution. |
| Directorships held in other public companies | 1. Lloyds Line Pipes Limited 2. Apollo Metalex Private Limited | Shri Lakshmi Metal Udyog Limited | Dalmia Bharat Limited | 1. Blue Ocean Projects Private Ltd. 2. Shri Lakshmi Metal Udyog Ltd 3. Apollo Metalex Private Ltd. 4. Apollo Pipes Ltd. 5. Lloyds Line Pipes Ltd. | Jindal Stainless (Hisar) Limited |
| *Membership / Chairmanship of Committee(s) of other Companies: | Nil | Nil | Member: Audit Committee of Dalmia Bharat Limited Chairman: Stakeholders Relationship Committee of Dalmia Bharat Limited | Nil | Member: Audit Committee & Stakeholders Relationship Committee of Jindal Stainless (Hisar) Limited |
| Relationship with other Directors, Manager and Key Managerial Personnel of the company | None | None | None | None | None |
| No. of meetings of the Board of Directors attended during the F.Y. 2016-17 | 3 | 1 | --N.A-- | 4 | 4 |

* Note: Pursuant to Regulation 26 of the Listing Regulations, only two Committee viz. Audit Committee and Stakeholders Relationship Committee have been considered.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

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

Item No.: 5

Based on the recommendation of the Nomination and Remuneration Committee, the Board had appointed Shri Sharad Mahendra as an Additional Director on the Board of the Company with effect from 29 October, 2016 to hold office up to the date of the Annual General Meeting.

Shri Mahendra is B.E. Mechanical with more than 27 years of experience in Automobiles, Steel & Chemical industry. He started his carrier with Yamaha Motors in Sales & Marketing and has been associated in the senior management team of reputed organisations like JSW Steel, Phillips Carbon Black - RPSG Group (Chemical division).

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") along with the amount of requisite deposit from a Member signifying his intention to propose the appointment of Shri Mahendra as a Director of the Company.

Except Shri Sharad Mahendra and his relatives, to the extent of their shareholding, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The resolution is accordingly recommended for approval of the members.

Item No. : 6

Based on the recommendation of the Nomination and Remuneration Committee, the Board had appointed Shri Virendra Singh Jain as an Additional Director (Independent) on the Board of the Company with effect from 28 January, 2017 to hold office for a period of five consecutive years, not liable to retire by rotation, subject to consent by the Members of the Company at the ensuing Annual General Meeting ("AGM").

Shri Virendra Singh Jain (Aged 70 years) is a fellow member of the Institute of Chartered Accountants of India and the Institute of Cost and Work Accountants of India. Shri V.S. Jain is the Ex-Chairman of Steel Authority of India Limited, Ex-Member of Public Enterprises Selection Board and held other senior positions. He is also a director of Dalmia Bharat Limited.

The Company has received a notice from a Member in writing along with requisite deposit under Section 160 of the Act, proposing his candidature for the office of Director. The Company has also received a declaration from Shri Virendra Singh Jain confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

("Listing Regulations"). Shri Virendra Singh Jain is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

Except Shri Virendra Singh Jain and his relatives, to the extent of their shareholding, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The resolution is accordingly recommended for approval of the members.

Item No.: 7

The Board at its meeting held on 20 May, 2017, as recommended by the Audit Committee, has appointed M/s. R.J. Goel & Co., Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year 2017-18 commencing 1 April, 2017 at a remuneration of ₹ 1,21,000/- excluding service tax as applicable and reimbursement of travelling and other out-of-pocket expenses actually incurred by the said Auditors in connection with the cost audit.

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 resolution is accordingly recommended for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

Item No. : 8

The existing tenure of Shri Sanjay Gupta, Chairman (under Whole Time Director Category) of the Company, who was appointed for a period of five years w.e.f. 01 April, 2012, with due approvals of the Nomination and Remuneration Committee, Board of Directors and Shareholders, has completed on 31 March, 2017.

Based on the recommendation of the Nomination & Remuneration Committee, the board of directors at its meeting held on 28 January, 2017 had reappointed Shri Sanjay Gupta as the Chairman (Under whole time director category) of the Company for a period of Five years with effect from 01 April, 2017 and pursuant to Sections 196, 197, 198 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder or any statutory modification(s) or re-enactment(s) thereof, on the terms of remuneration set out hereunder, subject to the approval of the Members of the Company and such other necessary approval(s) as may be required.

Shri Sanjay Gupta (aged 46 years) is a graduate and had an experience of over more than two decades in various steel industry segments. Shri Sanjay Gupta is the Chairman (Under whole time director category) of APL Apollo Tubes Limited since 01 April, 2012 and steers the Company with a clear vision of growth in context with changing market scenario. The glorious emergence of the Company, its remarkable value and steady growth are the direct results of Shri Gupta's rare administrative and entrepreneurial skills. Under his leadership, the Company grew exponentially gaining national and international recognition.

Shri Gupta is also involved in corporate affairs of other group companies. He is also Director of Apollo Metalex Private Limited, APL Infrastructure Private Limited, Lloyds Line Pipes Limited, Apollo Pipes Limited, Blue Ocean Projects Private Limited and Shri Lakshmi Metal Udyog Limited.

Remuneration Proposed:

The Nomination & Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 28 January, 2017 has approved the terms of remuneration of Shri Sanjay Gupta as the Chairman (under Whole Time Director Category) of the Company for a period of five years, commencing 01 April, 2017 as under :-

- A. Salary: upto ₹ 3 Crore per annum
- B. Benefits, perquisites & Allowances:

The remuneration of the Chairman (under Whole Time Director Category) will be fixed by the Board of Directors from time to time, such that the salary and the aggregate value of all perquisites and allowances like furnished accommodation or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings, repairs and other amenities, car(s) with driver(s), Bonus; Performance incentive; medical reimbursement, club fees and leave travel concession for himself and his family; medical insurance; and such other perquisites, allowances in accordance with the rules of the Company or as may be agreed by the Board of Directors and Shri Sanjay Gupta, shall not exceed the overall ceiling approved by the members in General Meeting.

The following perquisites shall not be included in the computation of the ceiling on remuneration specified above:

- a) Contribution to Provident Fund and Superannuation Fund or Annuity Fund, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- b) Gratuity as per the rules of the Company (which shall not exceed half a month's salary for each completed year of service) and
- c) Encashment of leave at the end of the tenure.

For the purpose of calculating the above ceiling, perquisites

shall be evaluated as per Income-tax Rules, wherever applicable. In absence of any such rules, perquisites shall be evaluated at actual cost.

The Board of Directors may, in its discretion pay to Shri Sanjay Gupta lower remuneration than the maximum remuneration herein above stipulated and revise the same from time to time within the maximum limit stipulated by this resolution.

The resolution is accordingly recommended for approval of the Members.

Except Shri Sanjay Gupta, Chairman (Under whole time director category) and Shri Vinay Gupta, Director and their relatives to the extent of their shareholding, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

Item No. : 9

The existing tenure of Shri Ashok Kumar Gupta, Managing Director of the Company, who was appointed for a period of five years w.e.f. 01 May, 2012, with due approvals of the Nomination and Remuneration Committee, Board of Directors and Shareholders, has completed on 30 April, 2017

Based on the recommendation of the Nomination & Remuneration Committee, the board of directors of the Company at its meeting held on 28 January, 2017 had reappointed Shri Ashok Kumar Gupta as the Managing Director of the Company for a period of 3 years with effect from 01 May, 2017 and pursuant to Sections 196, 197, 198 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder or any statutory modification(s) or re-enactment(s) thereof, on the terms of remuneration set out hereunder, subject to the approval of the Members of the Company and such other necessary approval(s) as may be required.

Shri Ashok Kumar Gupta (aged 61 years) holds degree of MSc (Physics), PGDBA from AIMA and had won various medals and awards. He is a steel industry veteran with experience over three decades of experience. In his illustrative career, he has worked at senior management positions in SAIL, Bhushan Steel, LN Mittal Group (African Continent), Jindal etc.

Shri Ashok Gupta is the Managing Director of APL Apollo Tubes Limited since 01 May, 2012. He is also Director of Jindal Stainless (Hisar) Limited, Sanu Steels Private Limited And Global Spareparts Private Limited. He has been instrumental in transforming the organization into a modern pulsating Giant, and their incremental profitability and expansions.

Remuneration Proposed:

The Nomination & Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 28 January, 2017 has approved the terms of

remuneration of Shri Ashok Gupta as the Managing Director of the Company for a period of three years, commencing 01 May, 2017 as under :-

- A. Salary: upto ₹ 1.20 Crore per annum
- B. Benefits, perquisites & Allowances:

The remuneration of the Managing Director will be fixed by the Board of Directors from time to time, such that the salary and the aggregate value of all perquisites and allowances like furnished accommodation or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings, repairs and other amenities, car(s) with driver(s), Bonus; Performance incentive; medical reimbursement, club fees and leave travel concession for himself and his family; medical insurance; and such other perquisites, allowances in accordance with the rules of the Company or as may be agreed by the Board of Directors and Shri Ashok Gupta, shall not exceed the overall ceiling approved by the members in General Meeting.

The following perquisites shall not be included in the computation of the ceiling on remuneration specified above:

- a) Contribution to Provident Fund and Superannuation Fund or Annuity Fund, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- b) Gratuity as per the rules of the Company (which shall not exceed half a month's salary for each completed year of service) and

- c) Encashment of leave at the end of the tenure.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per Income-tax Rules, wherever applicable. In absence of any such rules, perquisites shall be evaluated at actual cost.

The Board of Directors may, in its discretion pay to Shri Ashok Kumar Gupta lower remuneration than the maximum remuneration herein above stipulated and revise the same from time to time within the maximum limit stipulated by this resolution.

The resolution is accordingly recommended for approval of the Members.

Except Shri Ashok Kumar Gupta, Managing Director and his relatives to the extent of their shareholding, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

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

Date: 20 May, 2017

By order of the Board

Adhish Swaroop
Company Secretary

FOR ATTENTION OF THE MEMBERS

1. Members/Proxies should bring the admission slip sent herewith duly filled in for attending the Meeting.
2. For prompt attention, requests for transfer of equity shares and related correspondence should be addressed to the Company's Registrar & Share Transfer Agent: M/s Abhipra Capital Limited, GF- Abhipra Complex, Dilkhush Industrial Area A-387, G.T. Karnal Road Azadpur, Delhi-110033. For other matters, kindly write to the Secretarial Department of the Company at 36, Kaushambi, Near Anand Vihar Terminal, Ghaziabad-201010, Delhi NCR.

Transferee(s) seeking transfer of shares in physical form should furnish PAN card to the Company/RTA for registration of transfer/transmission of shares.
3. 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.
4. Members are requested to:
 - Send their queries, if any at least 10 days in advance of meeting so that the information can be made available
 - Note that copies of the Annual Report will not be distributed at the Annual General Meeting
 - Note that no gifts/coupons will be distributed at the Annual General Meeting
5. Members holding shares in multiple folios are requested to apply for consolidation to the Company or to the Registrar along with relevant share certificates.
6. Dividend Warrants, Share Transfer, etc.:

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.
7. Unclaimed dividends - Transfer to Investor Education and Protection Fund:

Pursuant to Sections 124 and 125 and other applicable provisions, if any, of the Companies Act, 2013, the unclaimed dividend will be transferred to the Investor Education and Protection Fund (IEPF) on expiry of 7 years from the date the dividend became due for payment.

Members who have not claimed their Dividend for the Financial Years 2010-11 onwards may send their unclaimed Dividend Warrants for revalidation to the Secretarial Department of the Company at the address given at point no. 2 above.
8. Nomination: Pursuant to Section 72 of the Companies Act, 2013, individual Shareholders holding Equity Shares of the Company either singly or jointly may nominate an individual to whom all the rights in the Shares in the Company shall vest in the event of death of the sole/all joint Shareholders.
9. Dematerialisation of Shares and Liquidity: Members may in their own interest consider dematerialisation of their shareholding in the Company held in physical form. Dematerialisation facility is available both on NSDL and CDSL. Company's ISIN No. is INE702C01019.
10. 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.
11. This Notice also contains a route map of the venue of AGM.



APL APOLLO TUBES LIMITED

Regd. Office: 37 Hargobind Enclave Vikas Marg, Delhi-110092
 Corporate Identity Number: L74899DL1986PLC023443
 Tel.: 91-11-22373437. Fax: 91-11-22373537.
 Website: www.aplapollo.com, email: investors@aplapollo.com

Form No. MGT-12

Polling Paper

[Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: APL Apollo Tubes Limited (CIN: L74899DL1986PLC023443)

Registered Office: 37, Hargobind Enclave, Vikas Marg, Delhi- 110 092

BALLOT PAPER- 32nd Annual General Meeting on Friday, 29 September, 2017 at 11.00 A.M.

| S. No. | Particulars | Details |
|--------|---|---|
| 1 | Name of the First Named Shareholder (in block letters) | |
| 2 | Postal Address | |
| 3 | Registered Folio No. / * DP Id and Client ID No. (*Applicable to investors holding shares in dematerialized form) | |
| 4 | Class of Shares | Fully paid up Equity Shares of ₹ 10/- each. |

I hereby exercise my vote in respect of Ordinary/Special Resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

| S. No. | Item No. | No. of shares held by me | I assent to the resolution | I dissent from the resolution |
|--------|---|--------------------------|----------------------------|-------------------------------|
| | ORDINARY BUSINESS | | | |
| 1 | Adoption of Audited Financial Statements (Standalone & Consolidated) of the company for the financial year ended 31 March, 2017 and the Reports of the Board of Directors and Auditors thereon. | | | |
| 2 | Declaration of dividend on the equity shares of the company for the financial year 2016-17. | | | |
| 3 | Re-appointment of Shri Romi Sehgal (DIN: 03320454) as a Director, who retires by rotation. | | | |

| S. No. | Item No. | No. of shares held by me | I assent to the resolution | I dissent from the resolution |
|-------------------------|---|--------------------------|----------------------------|-------------------------------|
| 4 | Ratification of appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants , Gurugram as the Statutory Auditors of the Company and fixation of their remuneration payable. | | | |
| SPECIAL BUSINESS | | | | |
| 5 | Approval for appointment of Shri Sharad Mahendra(DIN: 02100401) as Director of the company - ORDINARY RESOLUTION | | | |
| 6 | Approval for appointment of Shri Virendra Singh Jain (DIN: 00253196) as Independent Director of the company - ORDINARY RESOLUTION | | | |
| 7 | Ratification of remuneration payable to cost auditors M/s. R. J. Goel & Co., Cost Accountants for the financial year 2016-17- ORDINARY RESOLUTION | | | |
| 8 | Reappointment of Shri Sanjay Gupta, as Chairman (under Whole Time Director category) of the Company for a period of five years with effect from 01 April, 2017 on the terms of remuneration as set out in the Statement pursuant to Section 102 of the Companies Act, 2013. - SPECIAL RESOLUTION | | | |
| 9 | Reappointment of Shri Ashok Kumar Gupta, as Managing Director category of the Company for a period of three years with effect from 01 May, 2017 on the terms of remuneration as set out in the Statement pursuant to Section 102 of the Companies Act, 2013. - SPECIAL RESOLUTION | | | |

Place : Delhi

Signature of the attending Shareholder / Proxy /Authorised Representative #

Date : 29 September, 2017

(strike off whichever is not applicable)

NOTE : Please put [✓] in the relevant column mentioned above for recording your assent or dissent to the resolutions.



APL APOLLO TUBES LIMITED

Regd. Office: 37 Hargobind Enclave Vikas Marg, Delhi-110092,
Corporate Identity Number: L74899DL1986PLC023443

Tel.: 91-11-22373437. Fax: 91-11-22373537.

Website: www.aplapollo.com, email: investors@aplapollo.com

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

| | | | |
|--------------------|--|------------|--|
| Folio No. | | DP ID# | |
| No. of Shares held | | Client ID# | |

I/We hereby record my / our presence at the 32nd Annual General Meeting of the Company being held on Friday, 29 September, 2017 at 11.00 A.M. at JP Hotel & Resorts, 6B, I.P. Extension, Patparganj, Near Max Hospital, Delhi - 110092.

| | |
|--|--|
| Name of the Member (in block letters) | |
| Name of Proxy holder /Authorised Representative * (in block letters) | |

Applicable for investors holding shares in dematerialised form.

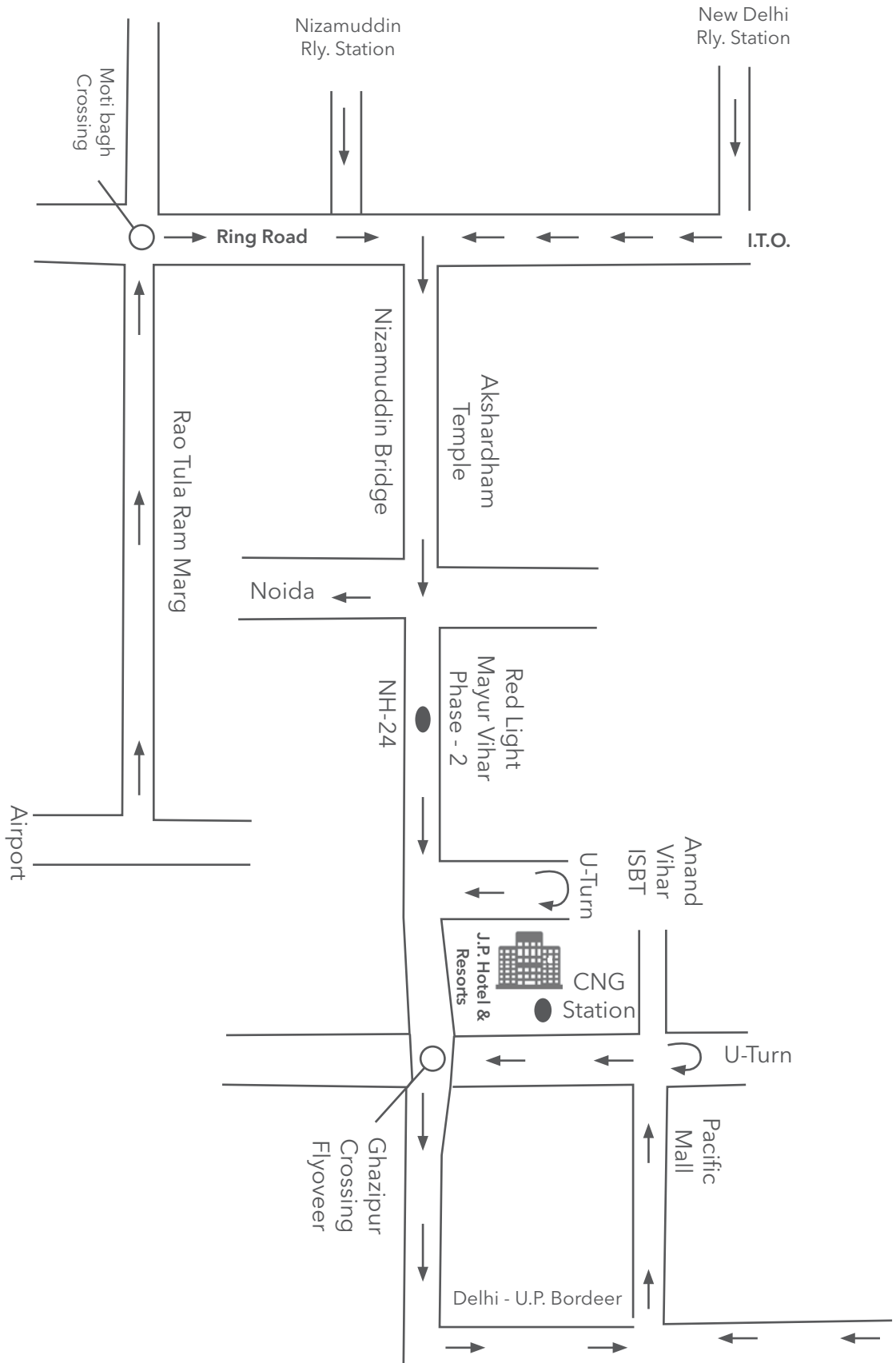
* Strike out whichever is not applicable.

Signature of the Member/Proxy/Authorised representative*

Note:

1. Please complete the Folio/ DP ID-Client ID No. and name, sign this attendance Slip and hand it over at the Attendance Verification Counter at the entrance of the meeting hall.
2. Electronic copy of the Annual Report for 2016-2017 and Notice of the Annual General Meeting (AGM) alongwith Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/ Depository participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of the Annual Report for 2016-2017 and the Notice of the Annual General Meeting alongwith Attendance Slip and Proxy form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

ROAD MAP TO THE VENUE OF THE 32ND ANNUAL GENERAL MEETING





APL APOLLO TUBES LIMITED

Regd. Office: 37 Hargobind Enclave Vikas Marg, Delhi-110092
Corporate Identity Number: L74899DL1986PLC023443
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Website: www.aplapollo.com, email: investors@aplapollo.com

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

| | |
|---------------------------|--|
| Name of the member(s): | |
| Registered Address: | |
| E-Mail ID: | |
| Folio No./DPID/Client ID: | |

I/ We being the member(s) of APL Apollo Tubes Limited, holding _____ shares hereby appoint:

(1) Name:..... E-mail id.....Signature.....or failing him;

(2) Name:..... E-mail id..... Signature.....or failing him;

(3) Name:..... E-mail id..... Signature.....or failing him;

as my/our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the 32nd Annual General Meeting of the Members of APL Apollo Tubes Limited to be held on Friday the 29 September, 2017 at 11.00 A.M. at JP Hotel & Resorts, 6B, I.P. Extension, Patparganj, Near Max Hospital, Delhi- 110092 and at any adjournment thereof in respect of such resolutions as are indicated below:

DESCRIPTION OF RESOLUTIONS

ORDINARY BUSINESS

- Adoption of Audited Financial Statements (Standalone & Consolidated) of the company for the financial year ended 31 March, 2017 and the Reports of the Board of Directors and Auditors thereon.
- Declaration of dividend on the equity shares of the company for the financial year 2016-17.
- Re-appointment of Shri Romi Sehgal (DIN: 03320454) as a Director, who retires by rotation.
- Ratification of appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants , Gurugram as the Statutory Auditors of the Company and fixation of their remuneration payable.

SPECIAL BUSINESS

- Approval for appointment of Shri Sharad Mahendra (DIN: 02100401) as Director of the company - **ORDINARY RESOLUTION**
- Approval for appointment of Shri Virendra Singh Jain (DIN: 00253196) as Independent Director of the company - **ORDINARY RESOLUTION**
- Ratification of remuneration payable to cost auditors M/s. R. J. Goel & Co., Cost Accountants for the Financial Year 2016-17- **ORDINARY RESOLUTION**
- Reappointment of Shri Sanjay Gupta, as Chairman (under Whole Time Director category) of the Company for a period of five years with effect from 01 April, 2017 on the terms of remuneration as set out in the Statement pursuant to Section 102 of the Companies Act, 2013. - **SPECIAL RESOLUTION**
- Reappointment of Shri Ashok Kumar Gupta, as Managing Director category of the Company for a period of three years with effect from 01 May, 2017 on the terms of remuneration as set out in the Statement pursuant to Section 102 of the Companies Act, 2013. - **SPECIAL RESOLUTION**

Affix
Revenue
Stamp

Signature of Shareholder

Signature of Proxyholder(s)

- Notes:**
- This form of proxy in order to be effective should be duly completed and deposited at the registered office not less than 48 hours before the commencement of the Meeting. A Proxy need not be a member of the Company.
 - A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the company. A member holding more than 10% of the total share capital of the company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

A decorative graphic element consisting of two overlapping L-shaped corner brackets. The top-left corner is orange, and the bottom-right corner is teal.

36, Kaushambi,
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