

DCS/AMAL/KS/24(f)/193/2015-16

October 14, 2015

The Company Secretary,
APL APOLLO TUBES LTD.
37, Hargobind Enclave,
Vikas Marg,
New Delhi,
Delhi - 110092.

Sub: Observation letter regarding the Draft Scheme of Arrangement between Lloyds Line Pipes Limited and APL Apollo Tubes Limited.

We are in receipt of Draft Scheme of Arrangement between Lloyds Line Pipes Limited and APL Apollo Tubes Limited.

As required under SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 & SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013; SEBI vide its letter October 13, 2015 has inter alia given the following comment(s) on the draft scheme of arrangement:

- ***“Company to ensure that additional information, if any, submitted to the Stock Exchanges after filing the scheme to the Stock Exchanges, is displayed from the date of receipt of this letter on the websites of the listed company”***
- ***“The company is listed on Ahmedabad Stock Exchange and Calcutta Stock Exchange. Company to ensure that complaints on the draft scheme, if any, received from these Exchanges are redressed under intimation to SEBI.”***
- ***“Company shall duly comply with various provisions of the Circulars.”***

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- The Company shall duly comply with provisions of Circulars

Further, pursuant to the above SEBI circulars, upon sanction of the Scheme by the Hon'ble High Court, the listed company shall submit to the stock exchange the following:

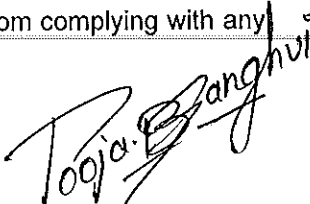
- a. Copy of the High Court approved Scheme;
- b. Result of voting by shareholders for approving the Scheme;
- c. Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme;
- d. Copy of the observation letter issued by all the Stock Exchanges where Company is listed.
- e. Status of compliance with the Observation Letter/s of the stock exchanges;
- f. The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable;
- g. Complaints Report as per Annexure II of this Circular.
- h. Any other document/disclosure as informed by the Exchange.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Yours faithfully,


Nitin Pujari
Manager


Pooja Sanghvi
Asst. Manager