

**LATH DEEPAK & ASSOCIATES**  
**Company Secretaries**

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Delhi-110088  
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December 27, 2014

**Report of Scrutinizer(s)**

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

To  
The Chairman  
APL Apollo Tubes Limited  
37, Hargobind Enclave,  
Vikas Marg,  
New Delhi-110092

Dear Sir,

**Sub: Report on Postal ballot**

1. I have been appointed as scrutinizer vide company letter dated November 24, 2014 for conducting the postal ballot voting process.
2. I submit my report as under :
  - 2.1 The Company has completed on November 24, 2014, the dispatch of Postal Ballot notices, Postal ballot forms and PIN MAILERS along with the self addressed postage pre-paid envelopes to its members whose names appeared in the Register of Members/ list of beneficiaries of the Company as on November 21, 2014.
  - 2.2 The Company published an advertisement in two newspapers namely 'Financial Express' (English) and 'Jansatta' (Hindi) in Delhi edition on November 26, 2014, in accordance with the aforesaid rules.
  - 2.3 The particulars as stated in the Postal ballot forms received from the members have been duly entered in the register maintained for this purpose.
  - 2.4 The postal ballot forms were kept under my safe custody in sealed envelopes, before commencing the scrutiny of the said forms.
  - 2.5 The postal ballot forms were opened in my presence and scrutinized and the details of shareholding were matched/confirmed with the Register of Members/ list of beneficiaries of the Company as on November 21, 2014. The signatures on the forms have been verified by the Company and its Registrar & Share Transfer Agent.
  - 2.6 All the Postal Ballot forms received up to the close of working hours i.e. 6:00 P.M. on December 26, 2014, the last date and time fixed by the Company for receipt of the forms, have been considered for my scrutiny. Any form received after the said date and time has been treated as if reply from the member has not been received and hence, not taken into record.

3. The result of the postal ballot is as under :

(a) Resolution No. 1- Sale and Transfer of Unit-III of the Company

(i) Voted in favour of the Ordinary Resolution :

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot in Physical form	0	0	0.000
Postal Ballot in E-voting form	33	6406660	99.998
Total	33	6406660	99.998



(ii) Voted against the Ordinary Resolution :

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot in Physical form	0	0	0.000
Postal Ballot in E-voting form	1	100	0.002
Total	1	100	0.002

(iii) Invalid Votes :

Particulars	Number of members voted	Number of votes cast by them
Postal Ballot in Physical form	0	0
Postal Ballot in E-voting form	0	0
Total	0	0

(b) Resolution No. 2- Approval of place for keeping the statutory registers and returns other than registered office of the company

(i) Voted in favour of the Special Resolution :

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot in Physical form	0	0	0.000
Postal Ballot in E-voting form	33	6406660	99.998
Total	33	6406660	99.998

(ii) Voted against the Special Resolution :

Particulars	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Postal Ballot in Physical form	0	0	0.000
Postal Ballot in E-voting form	1	100	0.002
Total	1	100	0.002

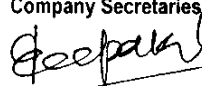
(iii) Invalid Votes :

Particulars	Number of members voted	Number of votes cast by them
Postal Ballot in Physical form	0	0
Postal Ballot in E-voting form	0	0
Total	0	0

4. You may accordingly declare the result of the voting by postal ballot. The Postal Ballot papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking You,

Yours faithfully,  
For Lath Deepak & Associates  
Company Secretaries.

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

