

APL APOLLO TUBES LIMITED  
Registered Office: 37, Hargobind Enclave,  
Vikas Marg, Delhi – 110092.  
Phone: 91-011- 22373437 Fax 91-011-22373537  
Mail : investors@aplapollo.com  
CIN : L74899DL1986PLC023443

## Notice of Annual General Meeting

To the Shareholders

NOTICE is hereby given that the 30<sup>th</sup> Annual General Meeting of the Shareholders of APL Apollo Tubes Limited will be held on 28<sup>th</sup> August, 2015, Friday at 1.00 P.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 standalone financial and consolidated financial statement of the company for the year ended March 31, 2015 together with the Directors and Auditors report thereon;
2. To declare dividend on Equity Shares for the Financial Year ended on March 31, 2015.
3. To appoint a Director in place of Mr. Sameer Gupta (DIN: 00005209), who liable to retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
4. To appoint M/s Deloitte Haskins & Sells LLP, Chartered Accountants, Gurgaon as the Statutory Auditors of the Company in place of M/s VAPS & Co., Chartered Accountants as they have expressed their unwillingness for re-appointment. A special notice has been received by the company from a Member signifying his intention to appoint M/s Deloitte Haskins & Sells LLP, Chartered Accountants, Gurgaon as the Statutory Auditors of the company and they have confirmed their eligibility for appointment, 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, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under, and pursuant to the recommendations of the Audit Committee and the

Board of Directors of the Company, M/s Deloitte Haskins & Sells LLP, Chartered Accountants (FRN No.117366W/W-100018) be and are hereby appointed as Statutory Auditors of the Company for the term of five consecutive years commencing from 2015-16 to 2019-20, who would hold office from the conclusion of this Annual General Meeting until the conclusion of 35<sup>th</sup> Annual General Meeting of the Company (subject to ratification of their appointment at every AGM), in place of M/s VAPS & Co., Chartered Accountants, at a remuneration as may be decided by the Board of Directors, from time to time.”

### SPECIAL BUSINESS:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

5. To approve the appointment of Ms. Neeru Abrol (DIN 01279485) as an Independent Director and for the purpose 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 149, 150, 152, 160 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV to the Companies Act, 2013 and pursuant to the Listing Agreement with Stock Exchanges, Ms. Neeru Abrol (DIN 01279485), (who was appointed as an Additional Director on the Board of Directors of the Company in terms of Section 161(1) of the Companies Act, 2013(“the Act”) and whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member signifying her intention to propose Ms. Neeru Abrol as a candidate for the office of Independent Director of the Company,

be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years to hold office from the conclusion of 30th Annual General Meeting till the conclusion of 35th Annual General Meeting of the Company and who shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 149, 197, 198 and other applicable provisions of the Companies Act 2013 and the Rules made there under, Ms. Neeru Abrol be paid such fees and remuneration as the board may approve from time to time and subject to such limits prescribed by the Companies Act, 2013 and as approved by the Members.

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary be and are hereby severally authorized to sign all such forms and returns and other documents and to do all such acts, deeds and things as may be necessary to give effect to the above resolution."

6. To appoint cost auditors pass the following resolution with or without modification(s), as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 148 (3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 & all other applicable provisions of the Companies Act, 2013, to the extent applicable, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and as prescribed by the Central Government, M/s. R. J. Goel & Co., Cost Accountants, be and is hereby appointed as the cost auditors of the company for the F.Y. 2014-15 at a remuneration as approved by the Board of Directors of the Company be and is hereby approved."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. To approve for creation of charge or mortgage on the assets of the Company under Section 180 (1) ( a ) of the Companies Act, 2013, and to consider and, if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to Section 180(1) (a) of the Companies Act, 2013 and any other applicable

provisions of the Companies Act, 2013, and the rules made there under, and all other applicable provisions, if any, or any other law for the time being in force (including any statutory modification(s) or re-enactment thereof for the time being in force) and in supersession / continuation of resolution passed by the members at Annual General Meeting held on September 30, 2014, consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof constituted in this regard) under Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof) and applicable laws, rules and regulations, guidelines etc., if any, to create such charges, mortgages and hypothecations in addition to existing charges, mortgage and hypothecations created by the Company, on such movable and immovable properties, both present and future and in such form and manner as the Board may deem fit in favour of Banks/Financial Institutions/Agents/Trustees etc. (hereinafter referred to as "Lenders") for securing the borrowings availed / to be availed by way of rupee/foreign currency loans, other external commercial borrowings, issue of debentures / Bonds etc. on such terms and conditions as may be mutually agreed with the Lenders of the Company towards security for borrowing of funds for the purpose of business of the Company ) subject to the limits approved under section 180(1)(c) of the Companies Act, 2013, up to Rupees one thousand crores together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment, all other costs, charges and expenses, including any increase as a result of devaluation/ revaluation/ fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s)/ Heads of Agreement(s), or any other document, entered into/ to be entered into between the Company and the Lender(s), In respect of the said loans/ borrowings and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Lender(s)

“RESOLVED FURTHER THAT the Board be and is hereby authorized and it shall always be deemed to have been so authorized to finalize and execute with the Lenders the requisite agreement, documents, deeds and writings for borrowing and/ or creating the aforesaid mortgage(s) and/or charge(s) and to do all such acts, deeds and other things as may be necessary to give effect to the aforesaid resolution.”

8. To approve the borrowing limit of the Company under Section 180 (1) ( c ) of the Companies Act, 2013, and to consider and, if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT in supersession / continuation of resolution passed at Annual General Meeting held on September 30, 2014, consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof constituted in this regard) under Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof) and applicable laws, rules and regulations, guidelines etc., if any, to borrow money for the purposes of the business of the Company as may be required from time to time either in foreign currency and / or in Indian rupees, as may be deemed necessary, on such terms and conditions and with or without security as the Board of Directors may think fit, which together with the money already borrowed by the Company (apart from the loans repayable on demand or within six months from the date of the loan such as short-term, cash credit arrangements, the discounting of bills and the issue of other short-term loans of a seasonal character, but does not include loans raised for the purpose of financial expenditure of a capital nature, obtained from the bankers of the Company in the ordinary course of business) at any time shall not exceed in the aggregate ` 1,000 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.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do or cause to be done all such acts, deeds and other things as may be required or

considered necessary or incidental thereto, for giving effect to the aforesaid resolution.”

9. To approve for offer and issue of Redeemable , Non-cumulative debentures under Private Placement basis

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

RESOLVED THAT pursuant to the provisions of Section 42, Section 71 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any, (including any amendment thereto or modification(s) or re-enactment(s) thereof, and in accordance with the provisions of the Memorandum and Articles of Association of the Company, Listing Agreement entered into by the Company with the Stock Exchanges where the Equity Shares of the Company are listed and in accordance with the Securities Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended from time to time and in accordance with any other applicable law or Regulation in India or outside India, including without limitation, the provisions of the Foreign Exchange Management Act, 1999 (“FEMA”) and Rules and Regulations framed there under as amended from time to time and subject to (a) other applicable Rules, Regulations and Guidelines issued by Securities Exchange Board of India (“SEBI”), the Reserve Bank of India (RBI), the Government of India (“GOI”) and any other concerned authorities from time to time, to the extent applicable, (b) such approvals, permissions, consents and sanctions as may be necessary, from SEBI, Stock Exchange(s), RBI, GOI and any other appropriate authorities, institutions or bodies as may be required in this regard (c) to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and / or sanctions, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board has constituted or may hereafter constitute to exercise its powers including the power conferred by this resolution) to offer, issue and allot such number of Secured Redeemable Non-Convertible Debentures (“NCD”) in one or more tranches, on Private Placement basis to investors including Foreign Portfolio

Investors (FPI) under the SEBI (Foreign Portfolio Investors) Regulations, 2014, in terms of Securities and Exchange Board of India (Issue of Listing of Debt Securities) Regulations, 2008, as amended from time to time, through an Information Memorandum and Private Placement Offer Letter(s) of an aggregate issue size not exceeding ` 200 Crores (Rupees Two Hundred Crores only) for the Company's working capital and other corporate purposes at such price or prices and other terms of issue, as may be decided by the Board in accordance with SEBI (Issue and Listing of Debt Securities) Regulations, 2008 as amended from time to time, including amendments thereto, and on such terms and conditions as the Board may in its absolute direction decide in accordance with the directives / guidelines issued by the appropriate authorities and in consultation with the Arranger, and / or Advisor(s), etc., but without requiring any further approval or consent from the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint Arranger(s), Debenture Trustee(s), Depositories, Credit Rating Agency(ies), Custodian(s), Registrar(s), Banker(s), Lawyer(s), Advisor(s), Accountants and such other agencies as may require to be appointed, involved or concerned in the said issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them in relation to out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc., with such agencies and also to seek the listing and trading of the Debentures being offered in the said issue on the Stock Exchange(s) where the Equity Shares of the Company are listed.

RESOLVED FURTHER THAT for the purpose of giving effect to any issue, offer or allotment of Debentures as described above, the Board be and is hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, entering into arrangements for managing, underwriting, marketing, listing, trading and acting as Depository, Custodian, Registrar, paying and Conversion Agent, Credit Rating Agency, Trustee and to issue any offer document(s) and sign all applications, filings, deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with

power on behalf of the Company to settle all questions, difficulties or doubts, that may arise in regard to such issue(s) or allotment(s) as it may, in its absolute direction deem fit;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary and to execute all such agreements, documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee / Committee of Directors or to the Managing Director or any Officer(s) of the Company in such manner as they may deem fit in their absolute direction, subject to applicable law;

RESOLVED FURTHER THAT this resolution shall be valid for a period of 12 months from the date of passing of this Resolution by the Members or such other time as may be permitted in law."

|                            |                       |
|----------------------------|-----------------------|
| Registered Office:         | By order of the Board |
| 37, Hargobind Enclave,     | APL Apollo Tubes Ltd. |
| Vikas Marg, Delhi - 110092 |                       |

|                       |                   |
|-----------------------|-------------------|
| Place: Delhi          | Adhish Swaroop    |
| Date: 29th July, 2015 | 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 AND A 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. 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 17th August, 2015 to 21st August, 2015 (both days inclusive).
3. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business listed at item No. 4 to 8 is annexed hereto.
4. 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.
5. 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
6. Members holding shares in multiple folios are requested to apply for consolidation to the Company or to the Registrar along with relevant share certificates.
7. As per the Circular No. MRD/Dop/Cir-5/2009 dated May 20, 2009 issued by the Securities and Exchange Board of India (SEBI), it is mandatory to quote PAN for transfer/transmission of shares in physical form. Therefore, the transferee(s)/legal heirs are required to furnish a copy of their PAN to the Registrar and Share Transfer Agent of the Company.
8. Reserve Bank of India has, vide its Circular No. RBI/2009-10/109/DPSS (CO) EPPD No. 191/04.01.01/2009-10, dated July 29, 2009 instructed the banks to move to the National Electronic Clearing Services (NECS) platform with effect from October 1, 2009. In view of the aforesaid, the shareholders are requested to forthwith furnish to the Company or RTA, their new bank account number allotted to them, after the bank has implemented the Core Banking System (CBS), along with the name of the bank, branch details, the nine digit MICR Code and the account type along with their folio number and a photocopy of the cheque pertaining to their bank account respectively, so that the future dividends, if declared, can be credited to their bank account, vide the NECS platform. In case shareholders are holding shares in demat form, there are requested to provide the above mentioned details to their respective DPs.
9. The Company is obliged to print such bank details on the dividend warrant(s)/NECS advice(s) as furnished by the depositories to the Company and the Company is constrained not to entertain any request for deletion/change in bank details already printed on the dividend warrant(s)/NECS advice(s) based on the information received from the concerned depositories, without confirmation from them. In this regard members are advised to contact their Depository Participant (DP) and furnish them the particulars of any change desired.
10. Electronic copy of the Annual Report and the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the above documents are being sent in the permitted mode.
11. Members are requested to affix their signatures at the space provided on the Attendance Slip annexed to Proxy Form and handover the Slip at the entrance of the meeting hall. Corporate members are requested to send a duly certified copy of the board resolution / power of attorney authorizing their representatives to attend and vote at the Annual General Meeting.
12. In view of the "Green Initiative" announced by Ministry of Corporate Affairs and circular issued by the Securities and Exchange Board of India (SEBI) , the Company will send all correspondences like General Meeting Notices, Annual Reports and any other communication in future (hereinafter referred as "documents") in electronic form, in lieu of physical form, to all those shareholders, whose email address is



registered with Depository Participant{DP}/Registrar & Share Transfer Agent {RTA}[herein after 'registered e-mail address'] and made available to us, which would be deemed to be the shareholder's registered email address for serving documents including those covered under Section 136 of the Companies Act, 2013 read with Section 20 of the Act and Clause 32 of the Listing Agreement executed with the Stock Exchanges.

Please Note that the Annual Report of the Company will also be available on the Company's website [www.aplapollo.com](http://www.aplapollo.com) for ready reference. Shareholders are also requested to take note that they will be entitled to be furnished, free of cost, the aforesaid documents, upon receipt of requisition from the shareholders, any time, as a member of the Company.

13. All documents referred to in the accompanying notice, are open for inspection at the registered office of the Company on all working days, between 11 A.M. and

1 P.M. up to the date of meeting.

14. Members may also note that the Notice of the Annual General Meeting and the Annual Report will also be available on the Company's website [www.aplapollo.com](http://www.aplapollo.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Delhi for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the members may also send their requests to [investors@aplapollo.com](mailto:investors@aplapollo.com).
15. Corporate members are requested to send in advance, duly certified copy of the Board resolution / power of attorney authorising their representative to attend the Annual General Meeting.

**BRIEF RESUME OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING AS REQUIRED IN CLAUSE 49 OF THE LISTING AGREEMENT ARE AS FOLLOWS:**

| Name of Director  | Mr. Sameer Gupta  | Ms. Neeru Abrol  |
|---|---|--|
| Date of birth   | 02.11.1977  | 07.02.1955   |
| Director Identification Number (DIN)  | 00005209  | 01279485   |
| Nationality   | Indian  | Indian   |
| Date of Appointment on the Board  | 16.05.2008  | 24.03.2015   |
| Expertise in specific functional areas  | Management  | Finance  |
| Qualification   | Graduate  | C.A.   |
| No. of Equity Shares held in the Company  | ---   | ---  |
| Directorships held in other public companies (excluding Foreign, Private Limited and Section 8 Company) | Apollo Pipes Limited<br>Amulya Leasing and Finance Ltd<br>Shri Lakshmi Metal Udyog Ltd<br>SMT Finance and Investment Ltd<br>Apollo Metalex Pvt. Ltd | IFCI Venture Capital Funds Ltd<br>IFCI Infrastructure Development Ltd<br>Shri Lakshmi Metal Udyog Ltd<br>Lloyds Line Pipes Ltd<br>RDF Power Projects Ltd<br>Apollo Metalex Pvt. Ltd  |
| Membership / Chairmanship of Committee(s) of other Companies  | <u>Amulya Leasing &amp; Finance Ltd</u><br>Member-Audit Committee   | <u>Shri Lakshmi Metal Udyog Ltd</u><br>Chairman - Audit Committee<br>Member- Nomination and Remuneration Committee.<br><u>Lloyds Line Pipes Ltd</u><br>Chairman-Audit Committee.<br>Member-Nomination and Remuneration Committee.<br><u>IFCI Venture Capital Fund Limited</u><br>Member- Risk Management Committee<br><u>RDF Power Projects Limited</u><br>Member- Audit Committee |

By order of the Board  
APL Apollo Tubes Ltd.

Place: Delhi  
Date: 29th July, 2015

Adhish Swaroop  
Company Secretary

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

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

Item No: 4

This explanatory statement is provided though strictly not required for this item as per Section 102 of the Companies Act, 2013.

At the 30th Annual General Meeting of the Company, M/s Deloitte Haskins & Sells LLP, Chartered Accountants, Gurgaon appointed as Statutory Auditors of the Company in place of M/s VAPS & Co., Chartered Accountants whose term expires at the conclusion of the ensuing Annual General Meeting and they have expressed their unwillingness for re-appointment. The Company has received a special notice from a Member in terms of Section 115 of the Companies Act, 2013, signifying his intention to propose the appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants, Gurgaon as the Statutory Auditors of the company.

M/s Deloitte Haskins & Sells LLP, Chartered Accountants, Gurgaon have expressed their willingness to act as Statutory Auditors of the Company, if approved the appointment the same would be in pursuance of Section 139, 141 and 142 of the Companies Act, 2013 and the Rules framed there under. Accordingly, the Board of Directors, based on the recommendations of the Audit Committee proposed the appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants, Gurgaon as the Statutory Auditors of the Company.

The approval of the members is sought to the appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants, Gurgaon as the Statutory Auditors of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution set out at Item No.4.

The Directors recommend the resolution at Item No.4 of the Notice for approval of the members.

Item No: 5

Ms. Neeru Abrol (DIN 01279485) was appointed as an Additional Director on the Board of the Company w.e.f. March 24, 2015. In terms of the provisions of Section 161(1) of the Companies Act, 2013, Ms. Neeru Abrol

holds office up to the date of ensuing Annual General Meeting.

Ms. Neeru Abrol (DIN 01279485) has submitted the declaration of Independence, as required pursuant to Section 149(6) of the Companies Act 2013 that she meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. Ms. Neeru Abrol (DIN 01279485) is not disqualified from being appointed as director in term of Section 164 of the Companies Act 2013.

The Company has received notice under Section 160 of the Companies Act, 2013 from a member proposing the candidature of Ms. Neeru Abrol as a Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) years with effect of this Annual General Meeting up to the conclusion of Annual General Meeting of the Company to be held in the calendar year 2020.

Section 149 of the Companies Act, 2013 inter alia stipulate the criteria of independence should a company propose to appoint an independent director on its Board. As per the said section 149, an independent director can hold office for a term up to 5 (five) consecutive years on board of a company and he shall not be included in the total number of directors for retirement by rotation.

It is proposed to appoint Ms. Neeru Abrol as Independent Directors under Section 149 and Clause 49 of the Listing Agreement to hold office for 5 (five) consecutive years for a term up to the conclusion of the 35th Annual General Meeting in the calendar year 2020.

Ms. Neeru Abrol possesses appropriate skills, experience and knowledge; inter alia, in the field of banking and finance.

In the opinion of the Board, Ms. Neeru Abrol fulfil the conditions for her appointment as Independent Directors as specified in the Act and the Listing Agreement and they are independent of the management.

Brief resume of Ms. Neeru Abrol including nature of her expertise in specific functional areas and names of companies in which she holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view her vast experience and knowledge, it will be in the interest of the company that Ms. Neeru Abrol is appointed as Independent Director.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Save and except Ms. Neeru Abrol and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item Nos. 5 of the Notice.

The Board commends the Ordinary Resolution set out at Item Nos. 5 of the Notice for approval by the members.

**Item No: 6**

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board shall appoint an individual who is a cost accountant in practice or a firm of cost accountants in practice, as cost auditor on the recommendations of the Audit Committee. The appointment and remuneration recommended by Audit Committee shall be considered and approved by the Board of Directors and ratified by the shareholders.

On recommendation of Audit Committee at its meeting held on 4th February, 2015, the Board has considered and approved appointment of Messrs. M/s. R. J. Goel & Co., Cost Accountants, for the conduct of the Cost Audit of the Company's various manufacturing units at a remuneration as mentioned in the resolution for this item of the notice.

The Resolution at item No.6 of the Notice is set out as an Ordinary Resolution for approval and ratification by the members in terms of Section 148 of the Companies Act, 2013.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

**Item No: 7 and 8**

The Company is engaged in the business of manufacturing of ERW mild steel pipes and tubes in Black, Galvanized, Pre-Galvanized and Hollow Sections categories in various specifications, sizes, thicknesses and over the years the Company has emerged as a competitive supplier of high quality tubes for diverse applications across industries and

sectors and its' products comply with Indian and International Standards. Its' brand 'APL Apollo' enjoys an outstanding reputation not only in India but in promising international markets also. 'APL Apollo' signifies our passion and commitment for innovations, superior quality, services and trust.

As the Company is under a rapid capacity expansion mode, major portion of capital expenditure requirement of the Company has to be funded by debt. The main constituents of the Company's borrowings are generally in the form of bonds/ debentures, rupee term loans from banks and financial institutions, foreign currency borrowings, foreign currency bonds etc.

The members of the Company at their Annual General Meeting held on September 30, 2014 approved by way of Special Resolution under Section 180 (1) (a) of the Companies Act, 2013, the creation of charge/mortgage on the properties/assets of the Company for securing any borrowing from lenders. Further, Section 180(1) (a) of the Act provides that the Board of Directors shall not sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking(s) of the Company except with the consent of the Company accorded by way of a Special Resolution and the Board of Directors was also authorized under section 180 (1) (c) of the Companies Act, 2013 to borrow money which at any time shall not exceed in the aggregate 500 Crores (Rupees Five Hundred 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. Section 180 (1) (c) of the Companies Act, 2013 corresponds to Section 293 (1) (d) of the Companies Act, 1956 and the said section has been brought into effect from 12th September 2013. As per Section 180 (1) (c) of the Companies Act, 2013, the Board of Directors of the Company shall not, except with the consent of the Company by passing a Special Resolution, borrow money, together with the money already borrowed by the Company, in excess of the paid-up capital and free reserves of the Company. Further, as per the Circular No. 04/2014 dated 25th March, 2014 issued by the Ministry of Corporate Affairs, the resolution(s) passed earlier under Section 293(1)(a) and 293(1)(d) of the Companies Act, 1956 will remain valid for a period of one year from the date of notification of Section 180 of the Companies Act, 2013.

However, keeping in view of enhanced requirement of loan and also the legal requirement that Section 180(1)(a) and



180(1)(c) of the Companies Act, 2013 provides that the Board of Directors of a company shall exercise the said power only with the consent of the Company by a special resolution.

As the documents to be executed between the lenders/security holders/ trustees for the holders of the said securities and the Company may contain provisions to take over substantial assets of the Company in certain events, it is necessary to pass a Special Resolution under Section 180(1) (a) of the Act for creation of charges/ mortgages/ hypothecations etc.

Accordingly, it is proposed to obtain the Members' approval by way of Special Resolution to enable the Board of Directors to secure the borrowings of the Company and/ or its subsidiary(ies) / affiliates(s) / associate(s) or other person(s) by creating charge, mortgage, hypothecation and other encumbrances, if any, on all or any of the movable and/or immovable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company.

In view of the above, approval of the Shareholders of the Company is being sought by way of Special Resolution (s), for authorizing the Board of Directors to borrow money from time to time, exceeding the paid up share capital of the Company and its free reserves provided that total amount so borrowed shall not at any time exceed ` 1,000 Crores.

The Board of Directors of the Company in its Meeting held on June 13, 2015 has approved the above proposal and recommended passing of the proposed Special Resolution as contained in Item no. 8 of the Notice, by members of the Company.

The Directors or Key Managerial Personnel or their relatives do not have any concern or interest, financial or otherwise, in passing of the said Special Resolution, except to the extent of their shareholding in the Company.

The Directors recommends the resolution for members' approval as a Special Resolution.

#### Item no: 9

In order to augment the long-term resources for the working capital requirement of the company including reduction of high cost long-term debt, it may become necessary to issue further Secured Non-convertible Debentures not exceeding ` 200 Crores in the aggregate, on such terms as the Board may deem proper at the appropriate time, by way of Non-convertible Debenture on

private placement basis to any person or persons whether he / they may be member(s) of the company subject to the applicable guidelines, if any, in this behalf of Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI).

Section 42 of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, lays down the provisions subject to which a company is allowed to issue Securities on Private Placement basis. Every proposed offer of Securities or invitation to subscribe to Securities on Private Placement basis requires prior approval of Members of the Company by way of a Special Resolution. However, in case of offer / issuance of Secured Non-Convertible Debentures (NCDs), passing of a Special Resolution by the Members for all such offers / invitation for such debentures, once in a year is sufficient. In view of the aforesaid provisions and in order to augment the business of the Company, it is proposed to take the approval of the Members for borrowing from time to time, by issuance of Non-Convertible Debentures, not exceeding ` 200 Crores (Rupees Two Hundred Crores only). The said limit of ` 200 Crores (Rupees Two Hundred Crores only) shall be within the overall borrowing limit as may be approved by the Members at this Annual General Meeting under Section 180 (1) (c) of the Companies Act, 2013.

The pricing of the NCDs will depend primarily upon the then prevailing market conditions and the regulatory scenario. The pricing for each of the issuance would be approved by the Board of Directors or any of its Committee duly authorized in this regard.

None of the Directors or Key Managerial Personnel and / or their relatives, are in any way, financial or otherwise, is interested or concerned in this resolution.

The Board of Directors recommend passing of the Special Resolution as contained in the Notice.

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) 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 30th Annual General Meeting to be held on 28th August,

2015 at 01.00 P.M. The Company has engaged the services of Central Depository Services (India) 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 28th August, 2015.

iii. The e-voting facility will be available during the following voting period:

|                                 |                                |
|---------------------------------|--------------------------------|
| <b>Commencement of e-voting</b> | <b>End of e-voting</b>         |
| 25 <sup>th</sup> August, 2015,  | 27 <sup>th</sup> August, 2015, |
| 9.00 A.M. IST                   | 5.30 P.M. IST                  |

During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (August 14, 2015), 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](http://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](http://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\*** Enter your 10 digit alpha-numeric \*PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

- 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 RAO0000100 in the "PAN" field

**DOB** Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio respectively in dd/mm/yyyy format.

**Dividend** Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio respectively.

**Bank Details** Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

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](mailto: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](mailto: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.

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. August 14, 2015 may follow the same instructions as mentioned above for e-voting.

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](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com).

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 14th August, 2015 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.

Mr. Deepak Kumar Lath, Practicing Company Secretary (Membership No. : FCS 5309 :: CP 3644), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor of or against, if any, forthwith to the Chairman of the Company.

The voting rights of shareholders shall be in proportion to their shares of the paid equity capital of the Company as on 14th August, 2015.

The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizers' Report shall be placed on the Company's website [www.aplapollo.com](http://www.aplapollo.com) and on the website of CDSL within two days the passing of the resolutions at the 30th Annual General Meeting of the Company on 28th August, 2015 and communicated to the NSE, BSE Ltd. and other stock exchanges where equity shares of the company are listed within the prescribed period.

By order of the Board  
APL Apollo Tubes Ltd.

Date: 29th July, 2015  
Place: Delhi -110 092

Adhish Swaroop  
Company Secretary

APL APOLLO TUBES LIMITED  
REGD. OFFICE: 37, HARGOBIND ENCLAVE,  
VIKAS MARG, NEW DELHI – 110 092  
CIN: L74899DL1986PLC023443  
Ph.:91-011-22373437 Fax:91-011-22373537

Email id : comsec@aplapollo.com Website : www.aplapollo.com

## Attendance Slip

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

|                               |  |
|-------------------------------|--|
| DP ID & Client ID / Folio No. |  |
| No. of Shares held            |  |

I/We hereby record my / our presence at the 30th Annual General Meeting of M/s. APL APOLLO TUBES LIMITED to be held on 28th August, 2015 At 01.00 P.M. AT JP Hotel & Resorts, 6B, I.P. Extension, Patparganj, Near Max Hospital, DELHI – 110092.

Member's Folio/DP ID-Client-ID.

Member's/ Proxy's name in Block Letters

Member's/Proxy's Signature

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 2014-2015 and Notice of the Annual General Meeting (AGM) along with 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 2014-2015 and the Notice of the Annual General Meeting along with 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.

To  
The Company Secretary,  
APL Apollo Tubes Limited  
37, Hargobind Enclave,  
Vikas Marg, Delhi – 110092

I agree to receive all documents / notices from the Company in electronics mode. Please register my email id in your records for sending for sending communication through e-mail. The required details are as under.

Folio No: (For Physical Shares) :  
DP ID :  
Client ID :  
PAN No :  
Name of 1st Registered Holder :  
Registered address of Shareholder :  
Email Id :  
Contact No :  
Date:

Signature of First Holder

#### Important Communication to Shareholders

##### Green Initiative

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send e-mail at [investors@aplapollo.com](mailto:investors@aplapollo.com) to update their e-mail address.

##### Demat Your Shares

Members are requested to convert their physical holding to demat form through any of the nearest depository participant (DPs) to avoid hassles involved with physical shares such as possibility of loss, mutilation, and to ensure safe and speedy transaction in securities.

##### Register Your National Electronic Clearing Services (NECS) Mandate

RBI has initiated NECS for credit of Dividend directly to the Bank Account of shareholders. Members holding shares in electronic mode are requested to register their latest Bank Account details (Core Banking Solutions enabled account number, 9 digit MICR and 11 digit IFS Code details) with their Depository Participant. Members holding shares in physical form are requested to register their latest Bank Account details (Core Banking Solutions enabled account number, 9 digit MICR and 11 digit IFS Code details) to the Company's R & T Agent.



APL APOLLO TUBES LIMITED  
REGD. OFFICE: 37, HARGOBIND ENCLAVE,  
VIKAS MARG, NEW DELHI – 110 092  
CIN: L74899DL1986PLC023443  
Ph.:91-011-22373437 Fax:91-011-22373537

Email id: comsec@aplapollo.com Website: www.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 Member(s):     |        |
| Registered Address:    |        |
| E-mail Id:             |        |
| Folio No. / Client Id: | DP ID: |

I/ We being the member(s) of ..... Shares of the above named Company 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 30th Annual General Meeting of the Members of APL Apollo Tubes Limited to be held on 28th August, 2015 at 01.00 P.M. at JP Hotel & Resorts, 6B, I.P. Extension, Patparganj, Near Max Hospital, Delhi- 110 092 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Description of Resolution  | For* | Against* |
|--|------|----------|
| <b>ORDINARY BUSINESS</b>   |      |          |
| 1. Adoption of Audited Financial Statement, Report of the Board of Directors and Auditors for the year ended March 31, 2015.   |      |          |
| 2. Declaration of dividend on equity shares.   |      |          |
| 3. Re-appointment of Mr. Sameer Gupta (DIN: 00005209), Director who liable to retires by rotation.   |      |          |
| 4. Appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants , Gurgaon as the Statutory Auditors of the Company in place of M/s VAPS & Co., Chartered Accountants.  |      |          |
| <b>SPECIAL BUSINESS</b>  |      |          |
| 5. To appoint Ms. Neeru Abrol (DIN 01279485) as an Independent Director- <b>ORDINARY RESOLUTION:</b>   |      |          |
| 6. To appoint cost auditors M/s. R. J. Goel & Co., Cost Accountants to conduct the cost audit of the Company for the Financial Year 2014-15 <b>ORDINARY RESOLUTION:</b>  |      |          |
| 7. To approve for creation of charge or mortgage on the assets of the Company under Section 180 (1) ( a ) of the Companies Act, 2013, and to consider and, if thought fit, to pass with or without modification(s), the following resolution as a <b>SPECIAL RESOLUTION:</b> |      |          |
| 8. To approve the borrowing limit of the company under section 180(1)(c) of the Act- <b>SPECIAL RESOLUTION:</b>  |      |          |
| 9. To approve for offer and issue of Redeemable , Non-cumulative, Non-convertible debentures under Private Placement basis up to ` 200 Crores under Section 42 & 71 of the Companies Act, 2013- <b>SPECIAL RESOLUTION:</b>   |      |          |

Signed this .....day of .....2015

Signature of shareholder .....

Signature of proxy holder(s) .....

Affix  
One Rupee  
Revenue  
Stamp

Note: This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

\*1. Please put 'x' in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

2. Please complete all details including details of member(s) in above box before submission.

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

(For the 30th Annual General Meeting of the Members dated Friday, 28th August, 2015 at JP Hotel & Resorts, 6B, I.P. Extension, Patparganj, Near Max Hospital, Delhi- 110 092)

| S.No. | Particulars   | Details |
|-------|---|---------|
| 1     | Name of the First Named Shareholder (in block letters)  |         |
| 2     | Postal Address  |         |
| 3     | Registered Folio No./ * Client ID No.<br>(*Applicable to investors holding shares in dematerialized form) |         |
| 4     | Class of Share  |         |

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 |
|-------|---|--------------------------|----------------------------|-------------------------------|
|       | <b>ORDINARY BUSINESS</b>  |                          |                            |                               |
| 1     | Adoption of Audited Financial Statement, Report of the Board of Directors and Auditors for the year ended March 31, 2015.   |                          |                            |                               |
| 2     | Declaration of dividend on equity shares.   |                          |                            |                               |
| 3     | Re-appointment of Mr. Sameer Gupta (DIN: 00005209), Director who liable to retires by rotation.   |                          |                            |                               |
| 4     | Appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants, Gurgaon as the Statutory Auditors of the Company in place of M/s VAPS & Co., Chartered Accountants.   |                          |                            |                               |
| 5     | <b>ORDINARY BUSINESS</b><br>To appoint Ms. Neeru Abrol (DIN 01279485) as an Independent Director- <b>ORDINARY RESOLUTION:</b>   |                          |                            |                               |
| 6     | To appoint cost auditors M/s. R. J. Goel & Co., Cost Accountants to conduct the cost audit of the Company for the Financial Year 2014-15- <b>ORDINARY RESOLUTION:</b>   |                          |                            |                               |
| 7     | To approve for creation of charge or mortgage on the assets of the Company under Section 180 (1) (a) of the Companies Act, 2013,<br><b>SPECIAL RESOLUTION:</b>  |                          |                            |                               |
| 8     | To approve the borrowing limit of the company under section 180(1)(c) of the Act- <b>SPECIAL RESOLUTION:</b>  |                          |                            |                               |
| 9     | To approve for offer and issue of Redeemable , Non-cumulative, Non-convertible debentures under Private Placement basis up to ` 200 Crores under Section 42 & 71 of the Companies Act, 2013- <b>SPECIAL RESOLUTION:</b> |                          |                            |                               |

Place: Delhi

Date: 28th August, 2015

(Signature of the shareholder)

ROAD MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING:

