

Jatin Gupta & Associates

Company Secretaries

Office: 109, First Floor, Rishabh IPEX Mall, I P Extension,

Pat Par Ganj, Delhi 110 092 (Opp. MAX Hospital)

Ph- +91-11- 45104789 ; E-Mail: jatinfcs@gmail.com

SCRUTINIZER'S REPORT ON VOTES CAST BY REMOTE EVOTING AND DURING 38TH AGM OF APL APOLLO TUBES LIMITED

To,
The Chairman
APL Apollo Tubes Limited
Delhi

I, CS Jatin Gupta, (FCS : 5651 and CP : 5236), Proprietor of Jatin Gupta & Associates, Company Secretaries Firm having office at : 109, First Floor, Rishabh IPEX Mall, I P Extension, Patpar Ganj, Delhi 110092 (Opp. MAX Hospital) appointed as Scrutinizer by the Board of Directors of **APL Apollo Tubes Limited**, ("the Company") pursuant to Section 108 of The Companies Act, 2013 and Rule 20 and 21 of The Companies (Management and Administration) Rules, 2014 to scrutinize the remote e-voting, for participation in the AGM through VC and e-voting during the AGM, on the resolution(s) set out in the 38th AGM Notice dt. 5th August, 2023 held on Saturday, September 9, 2023 at 11.00 A.M through Video Conferencing ("VC"), submit as under:

1. The management of the Company is responsible to ensure compliance with the requirements of relevant provisions of (i) The Companies Act, 2013 and the Rules made thereunder; (ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (iii) The Secretarial Standards – 2 on General Meetings issued by The Institute of Company Secretaries of India, relating to the E-voting facility to the shareholders during the AGM and by way of remote e-voting too. Our responsibility as a Scrutinizer is restricted to giving a Report on the Votes casted by the members for the resolutions contained in the notice dt. 5th August, 2023, through remote e-voting and e-voting during AGM, for participation in the AGM through VC and e-voting during 38th AGM.
2. The AGM notice dt. 5th August, 2023, as confirmed by the Company, was sent to the shareholders :

On 17th August, 2023 by e-mail to all the members who had registered their e-mail-ids with the Company/Depositories, pursuant to MCA General Circular no. 14/2020 dated 8th April, 2020, General Circular no. 17/2020 dated 13th April, 2020, General Circular no. 22/2020 dated 15th June, 2020, General Circular no. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021 and General Circular No. 20/2021 dated 8th December, 2021, General Circular No. 2/2022 dated 5th May 2022 and General Circular No. 10/2022 dated 28th December 2022 in relation to extension of the framework provided in the aforementioned circulars up to 30th September, 2023 (collectively 'MCA Circulars'), permitted companies to conduct General Meeting through video conferencing ('VC') and SEBI Circular no. SEBI/ HO/ CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), Secretarial Standard - 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any.

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3. The Company had appointed Central Depository Services (India) Limited (CDSL) for facilitating remote e-voting and during AGM to enable the members of the Company to cast their votes electronically.
4. The members of the Company, holding shares in physical or in dematerialized form, as on cut-off date i.e., Saturday the 2nd Day of September, 2023 were entitled to cast their votes on the resolutions as set out in item no(s) 1 to 4 of the AGM Notice by way of remote e-voting and e-voting during AGM.
5. The facility provided for remote e-voting which commenced on Wednesday, September 6, 2023 (10.00 A.M.) and ends on Friday, September 8, 2023 (5.00 P.M.). (both days inclusive) remained open for 3 days. The remote e-voting facility was blocked thereafter. The members were also conferred e-voting opportunity to cast their vote during AGM, who have not casted their votes earlier via remote e-voting.

6. Voting

6.1 Keeping in line with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20 (4) (xiii) of The Companies (Management and Administration) Rules, 2014 including amendments therein, as the case may be, for the purpose of ensuring that members who had cast their votes through remote e-voting did not vote again at the general meeting, the Scrutinizer had access after closure of period of remote e-Voting and before the start of general meeting, to only such details relating to members who had cast their votes through remote e-voting, such as their names, DP ID and Client ID/folios, number of shares held but not the manner in which they had voted.

Accordingly, CDSL, the remote e-Voting Agency provided us with the names, DP ID & Client ID / folios and shareholding of the members who had casted their votes through remote e-voting and E-voting during AGM.

6.2 The Company gave facility of e-voting during AGM to the members, who attended the AGM and have not casted their votes in remote e-voting.

6.3 As per the information given by the Company the names of the shareholders who had voted by remote e-voting through the facility provided by CDSL had been blocked and only those members who were present at the AGM through VC and had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.

6.4 I have verified the remote e-voting and e-voting during AGM.

6.5 After the conclusion of e-voting at the Annual General Meeting, the votes cast through Remote E-Voting and e-voting during AGM were unblocked in the presence of two witnesses (not in the employment of the Company) i.e., Ms. Kamlesh Gupta and Mr. Vinod Goel.

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6.6 I have scrutinized and reviewed through electronic means based on the data downloaded from the E-Voting system of Central Depository Services (India) Limited (CDSL).

6.7 I now submit my consolidated Report on the Result of voting through remote e-voting and e-voting during AGM in respect of the resolutions proposed in the 38th AGM notice dated 5th August, 2023 as under :

ORDINARY BUSINESS:

Item No. 1. To receive, consider and adopt the Audited Financial Statements of the Company (Consolidated and Standalone) for the financial year ended March 31, 2023 and the Reports of the Board of Directors and the Auditors thereon:

Mode of voting	Remote E-voting		E-Voting at the AGM		Total		Percentage(%)	Invalid Votes, if any
	Number	votes	Number	votes	Number	votes		
Assent	584	166647010	5	21322	589	166668332	99.55	Nil
Dissent	22	745103	0	0	22	745103	0.45	Nil
Total	606	167392113	5	21322	611	167413435	100.00	Nil

Based on the aforesaid results, we report that the Ordinary Resolution as contained in **Item No. 1** of the Notice of the AGM dated 5th August, 2023 has been passed **as proposed**.

Item No. 2. To declare final dividend of Rs 5, per equity share (i.e. @ 250%) for the financial year ended March 31, 2023 :

Mode of voting	Remote E-voting		E-Voting at the AGM		Total		Percentage(%)	Invalid Votes, if any
	Number	votes	Number	votes	Number	votes		
Assent	598	167410236	5	21322	603	167431558	100	Nil
Dissent	11	24	0	0	11	24	--	Nil
Total	609	167410260	5	21322	614	167431582	100.00	Nil

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Based on the aforesaid results, we report that the Ordinary Resolution as contained in **Item No. 2** of the Notice of the AGM dated 5th August, 2023 has been passed **as proposed**.

Item No. 3. To appoint a Director in place of Shri Rahul Gupta (DIN:07151792), who is liable to retire by rotation and being eligible, offers himself for re-appointment:

Mode of voting	Remote E-voting		E-Voting at the AGM		Total		Percentage(%)	Invalid Votes, if any
	Number	votes	Number	votes	Number	votes		
Assent	309	124231906	5	21322	314	12425328	74.34	Nil
Dissent	294	42890102	0	0	294	42890102	25.66	Nil
Total	603	167122008	5	21322	608	167143330	100.00	Nil

Based on the aforesaid results, we report that the Ordinary Resolution as contained in **Item No. 3** of the Notice of the AGM dated 5th August, 2023 has been passed **as proposed**.

SPECIAL BUSINESS

Item No. 4. Ratification of remuneration payable to Cost Auditors of the Company for financial year 2023-24

Mode of voting	Remote E-voting		E-Voting at the AGM		Total		Percentage(%)	Invalid Votes, if any
	Number	votes	Number	votes	Number	votes		
Assent	589	167398940	4	21322	593	16742025	100	Nil
Dissent	17	653	1	37	18	690		Nil
Total	606	167399593	5	21322	611	167420915	100.00	Nil

Based on the aforesaid results, we report that the Ordinary Resolution as contained in **Item No. 4** of the Notice of the AGM dated 5th August, 2023 (Special Business) has been passed **as proposed**.

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Based on the aforesaid results, we report that the Ordinary Resolution as contained in **Item No. 4** of the 38th AGM Notice dated 5th August, 2023 has been passed **as proposed**.

The relevant records i.e., papers/records relating to electronic voting shall stay in our custody till the time the Chairman considers appropriate, and same shall thereafter be handed over to Mr. Deepak C S, Compliance Officer for safe keeping.

Thanking You,

Yours faithfully

**For Jatin Gupta & Associates
Company Secretaries**

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Digitally signed by JATIN
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Date: 2023.09.11
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**Jatin Gupta
C. P. No. 5236**

M.No.: 5651

Date: 11.09.2023

Place: Delhi

UDIN: F005651E000983067

For APL APOLLO LIMITED

**Deepak C S
Company Secretary & Compliance
Officer
(As authorised by the Chairman)**