



APL APOLLO TUBES LIMITED

Regd. Office: 37 Hargobind Enclave, Vikas Marg, Delhi-110092

Corporate Office: SG Centre, Plot No. 37-C, Block-B, Sector-132,

Noida, Distt. Gautam Buddha Nagar, U.P.-201304

Corporate Identity Number: L74899DL1986PLC023443

Tel.: 91-0120-6918000 • Website: www.aplapollo.com • email: investors@aplapollo.com

NOTICE

NOTICE is hereby given that the Fortieth (40th) Annual General Meeting ("**AGM**") of the Members of APL Apollo Tubes Limited ("**the Company**") will be held on Monday, the 15th day of September, 2025, at 11:00 A.M. (IST) through Video Conferencing ("**VC**") / Other Audio-Visual Means ("**OAVM**"), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company (Consolidated and Standalone) for the Financial Year ended March 31, 2025 and the Reports of the Board of Directors and the Auditors thereon.
2. To declare final dividend of ₹5.75/- (Rupees Five and Seventy Five Paise only) per equity share of ₹2/- (Rupees Two only) each fully paid up, (i.e. @ 287.5% of the face value of the equity shares) for the Financial Year ended March 31, 2025.
3. To appoint a Director in place of Shri Vinay Gupta (DIN: 00005149), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Deepak Kumar (DIN: 03056481), who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint M/s Walker Chandiok & Co LLP, Chartered Accountants (FRN: 001076N/N500013) as Statutory Auditors' of the Company 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, Section 142, and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modification(s)

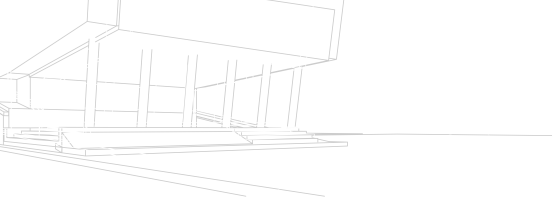
or re-enactment(s) thereof for the time being in force, based on the recommendation of the Audit Committee and Board of Directors, approval of the Members of the Company be and is hereby accorded to appoint M/s Walker Chandiok & Co LLP Chartered Accountants (FRN: 001076N/N500013), as the Statutory Auditors of the Company for a term of 5 consecutive years commencing from the conclusion of this Annual General Meeting till the conclusion of 45th Annual General Meeting to be held in the year 2030, on a remuneration of ₹1.04 Crores p.a. (Rupees One Crores Four Lakh only) for the Financial Year ending March 31, 2026 and for subsequent year(s) of their term, such remuneration as shall be fixed and agreed by and between the said firm and the Board of Directors / a Committee of Board/ any other delegate.

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."

SPECIAL BUSINESS:

6. To appoint M/s Parikh & Associates, Company Secretaries as Secretarial Auditors of the Company 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 204, and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, read with Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any circulars issued by Securities Exchange Board of India in this regard, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and based on the recommendation of



the Audit Committee and Board of Directors, approval of the Members of the company be and is hereby accorded to appoint M/s. Parikh & Associates, Company Secretaries (FRN: P1988MH009800) as the Secretarial Auditors of the Company for a term of 5 consecutive years commencing from the conclusion of this Annual General Meeting till the conclusion of 45th Annual General Meeting to be held in the year 2030, on a remuneration of ₹1.65 Lakhs p.a. (Rupees One Lakh Sixty Five Thousand only) for the Financial Year ending March 31, 2026 and for subsequent year(s) of their term, such remuneration as shall be fixed and agreed by and between the said firm and the Board of Directors / a Committee of Board/ any other delegate.

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.”

7. To ratify the remuneration of Cost Auditors of the Company i.e. M/s. Sanjay Gupta & Associates, Cost Accountants 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 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force), the remuneration of ₹6 Lakhs (Rupees Six Lakhs only) excluding indirect taxes as applicable and reimbursement of travelling and other out-of-pocket expenses to be actually incurred by the said Auditors in connection with the cost audit, payable to M/s. Sanjay Gupta & Associates, Cost Accountants, New Delhi, (ICWAI Registration No. 000212), the Cost Auditors for the financial year 2025-26, as approved by the Board on the recommendation of the Audit Committee, 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 approve revision in remuneration of Shri Deepak Kumar (DIN: 03056481), Whole-time Director 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** in furtherance to the resolutions passed by the members of the Company dated August 11,

2023, and upon the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company and pursuant to the provisions of Sections 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015 (including any statutory modification or reenactment thereof for the time being in force), applicable clauses of the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for revision in remuneration payable to Shri Deepak Kumar, Whole-time Director of the Company with effect from July 24, 2025 till the end of his current tenure of appointment i.e. May 11, 2028, as set out in the explanatory statement to this resolution.

RESOLVED FURTHER THAT upon recommendation by Nomination and Remuneration Committee, the Board of Directors may at its discretion alter and vary the terms and conditions of payment of remuneration to Shri Deepak Kumar within the overall approved limit.

RESOLVED FURTHER THAT any of the Director of the Company and Company Secretary of the Company, be and are hereby severally authorized to do all the acts, deeds and things which are necessary for the purpose of giving effect to this resolution including but not limited to filing of necessary forms and returns with the concerned Registrar of Companies and other regulatory authorities, if required.”

9. To appoint Shri Chakram Kumar Singh (DIN: 11108837) as Whole-time Director of the Company, 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 Sections 161 and 152 of the Companies Act, 2013 (“the Act”), and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) and Rules made thereunder and Articles of Association of the Company, Shri Chakram Kumar Singh (DIN: 11108837), who was appointed as an Additional Director (Executive Category) of the Company, with effect from July 24, 2025, by the Board of Directors, based on the recommendation of the Nomination & Remuneration Committee, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of

Director, be and is hereby appointed as a Director of the Company, liable to be retire by rotation.

RESOLVED FURTHER THAT upon the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company and pursuant to the provisions of Section 152, 196, 197, 203 and any other applicable provisions of the Act and the rules made thereunder read with Schedule V to the Act and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and the applicable provisions of the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to appoint Shri Chakram Kumar Singh (DIN: 11108837) as a Whole-time Director, designated as Director & Chief Operating Officer of the Company, liable to be retire by rotation, for a term of 5 consecutive years with effect from July 24, 2025, on the terms and conditions, including remuneration, as set out in the explanatory statement to this resolution.

RESOLVED FURTHER THAT upon recommendation by Nomination and Remuneration Committee, the Board of Directors may at its discretion alter and vary the terms and conditions of appointment including payment of remuneration to Shri Chakram Kumar Singh (DIN: 11108837) within the overall approved limit.

RESOLVED FURTHER THAT any of the Director of the Company and Company Secretary of the Company, be and are hereby severally authorized to do all the acts, deeds and things which are necessary for the purpose of giving effect to this resolution including but not limited to filing of necessary forms and returns with the concerned Registrar of Companies and other regulatory authorities, if required."

10. To appoint Shri Dukhabandhu Rath (DIN: 08965826) as Non-Executive Independent Director of the Company and in this regard, to consider and, if thought fit, to pass with or without modification(s) the following Resolution as a **Special Resolution**:

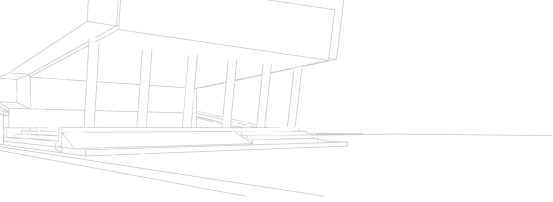
"RESOLVED THAT upon the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company and pursuant to the provisions of Sections 149, 150, 152 of the Companies Act, 2013 (**"the Act"**) read with relevant rules made thereunder and Schedule IV to the Act and Regulation 16, 17, 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,

2015 (**"SEBI Listing Regulations"**) (including any statutory modification(s) or re-enactment(s) thereof), Shri Dukhabandhu Rath (DIN: 08965826), who was appointed as an Additional Director (Non-Executive, Independent) of the Company by the Board of Directors with effect from July 24, 2025 in terms of Section 161 of the Act and who is eligible for appointment as an Independent Director and has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as a Non – Executive, Independent Director of the Company to hold office for a term of 3 (three) consecutive years commencing from July 24, 2025 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any of the Director of the Company and Company Secretary of the Company, be and are hereby severally authorized to do all the acts, deeds and things which are necessary for the purpose of giving effect to this resolution including but not limited to filing of necessary forms and returns with the concerned Registrar of Companies and other regulatory authorities, if required."

11. To appoint Shri Rakesh Sharma (DIN: 06695734) as Non-Executive Independent Director of the Company and in this regard, to consider and, if thought fit, to pass, with or without modification(s) the following Resolution as a **Special Resolution**:

"RESOLVED THAT upon the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company and pursuant to the provisions of Sections 149, 150, 152 of the Companies Act, 2013 (**"the Act"**) read with relevant rules made thereunder and Schedule IV to the Act and Regulation 16, 17, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**) (including any statutory modification(s) or re-enactment(s) thereof), Shri Rakesh Sharma (DIN: 06695734) who was appointed as an Additional Director (Non-Executive, Independent) of the Company by the Board of Directors with effect from July 24, 2025 in terms of Section 161 of the Act and who is eligible for appointment as an Independent Director and has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and



Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as an Non – Executive, Independent Director of the Company to hold office for a term of 3 (three) consecutive years commencing from July 24, 2025 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any of the Director of the Company and Company Secretary of the Company, be and are hereby severally authorized to do all the acts, deeds and things which are necessary for the purpose of giving effect to this resolution including but not limited to filing of necessary forms and returns with the concerned Registrar of Companies and other regulatory authorities, if required."

12. To approve 'APL Apollo Tubes Employees Stock Option Plan 2025' and in this regard, to consider, and if thought fit, to pass, with or without modification(s), the following resolution(s) as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder, relevant provisions of the Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and any circulars/notifications/ guidance/frequently asked questions issued thereunder, as amended from time to time (collectively referred as **"SEBI SBEB & SE Regulations"**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (**"SEBI Listing Regulations"**), the provisions of relevant regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India (**"SEBI"**), the provisions of any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time), the relevant provisions of the Memorandum and Articles of Association of the Company, and subject to any applicable approval(s), permission(s) and sanction(s) of any authorities and further subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s), the consent of the members of the Company be and is hereby accorded for the approval of the 'APL Apollo Tubes Employees Stock Option Plan 2025' (**"APL Apollo ESOP 2025" or "Plan"**) and authorizing the Board of Directors of the Company

(hereinafter referred to as the **"Board"** which term shall be deemed to include any committee, including the Nomination and Remuneration Committee which the Board has constituted under Regulation 19 of the SEBI Listing Regulations to exercise its powers, including the powers, conferred by this resolution) to create, grant, offer, transfer from time to time, in one or more tranches, not exceeding in aggregate 50,00,000 employee stock options (**"Options"**) (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) to or for the benefit of employees and directors of the Company, its Subsidiary Company or Associate Company, in India or outside India of the Company (as defined in the Plan) and to such persons as may, from time to time, be allowed to be eligible for the benefits of the Plan, exercisable into not more than 50,00,000 equity shares (**"Shares"**) of face value of ₹2/- (Rupees Two only) each fully paid-up, on such terms, condition and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the Plan.

RESOLVED FURTHER THAT the Plan shall be administered by the Nomination and Remuneration Committee (**"Committee"**) of the Company who shall have all necessary powers as defined in the Plan and is hereby designated as Compensation Committee in pursuance of the SEBI SBEB & SE Regulations for the purpose of administration and superintendence of the Plan.

RESOLVED FURTHER THAT the Plan shall be implemented through trust route, wherein an irrevocable Trust, proposed to be set up by the Company with the name of APL Apollo Tubes Limited Employees Welfare Trust (**"Trust"**) shall acquire the Equity Shares of the Company by way of secondary acquisition from the market.

RESOLVED FURTHER THAT the Trust shall acquire up to a total number of 50,00,000 Equity Shares by way of secondary acquisition from the market which shall be made subject to the limits as prescribed under SEBI (SBEB & SE) Regulations, 2021, and shall transfer the Shares to the grantees upon valid exercise of Options as per the Plan.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are required to be issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling in terms of number of equity shares specified above shall be deemed to be increased to the extent of such additional

equity shares are required to be issued. In such cases, the number and exercise price of the Options shall be adjusted in a manner that ensures the total value of the Options to the Grantee remains the same after the corporate action.

RESOLVED FURTHER THAT in case the Shares of the Company are either sub-divided or consolidated, then the ceiling in terms of number of Shares specified above shall automatically stand augmented or reduced, as the case may be, in the same proportion as the change in face value of each Share following such sub-division or consolidation.

RESOLVED FURTHER THAT the Shares transferred by the Trust under the Plan shall rank pari-passu in all respects with the then existing Shares of the Company.

RESOLVED FURTHER THAT the trustee(s) of the Trust shall not vote in respect of the Shares subscribed, acquired and held by such Trust.

RESOLVED FURTHER THAT for the purposes of disclosures to the stock exchange(s), the shareholding of the Trust shall be shown as 'non-promoter and non-public shareholding'.

RESOLVED FURTHER THAT the trustee(s) of the Trust shall ensure compliance of the provisions of the SEBI SBEB & SE Regulations, the Companies Act, 2013 and the rules made thereunder and all other applicable laws at all times in connection with acquisition, holding and dealing in the equity shares of the Company including but not limited to maintenance of proper books of account, records and documents in relation to the Plan and the Trust with appropriate disclosures as prescribed.

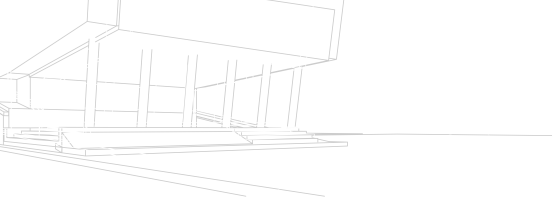
RESOLVED FURTHER THAT the Company and Trust shall conform to the accounting policies prescribed from Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed under the SEBI SBEB & SE Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Plan and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment,

suspension or termination of the Plan and do all other things incidental and ancillary thereof."

13. To approve the extension of the benefits under the 'APL Apollo Tubes Employees Stock Option Plan 2025' to the employees of the subsidiary and associate company(ies) of the Company and in this regard, to consider, and if thought fit, to pass, with or without modification(s), the following resolution(s) as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder, relevant provisions of the Regulation 6(3)(c) of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and any circulars/ notifications/ guidance/frequently asked questions issued thereunder, as amended from time to time (collectively referred as **"SEBI SBEB & SE Regulations"**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (**"SEBI Listing Regulations"**), the provisions of relevant regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India (**"SEBI"**), the provisions of any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time), the relevant provisions of the Memorandum and Articles of Association of the Company, and subject to any applicable approval(s), permission(s) and sanction(s) of any authorities and further subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s), the approval 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, including the Nomination and Remuneration Committee which the Board has constituted under Regulation 19 of the SEBI Listing Regulations to exercise its powers, including the powers, conferred by this resolution) to extend the benefits of 'APL Apollo Tubes Employees Stock Option Plan 2025' (**"APL Apollo ESOP 2025" or "Plan"**) including the grant of Employee Stock Options (**"Options"**) and transfer of the Equity Shares (**"Shares"**) thereunder, to or for the benefit of employees and directors of the Subsidiary Company, in India or outside India, and Associate Company of the Company (as defined in the Plan) and to such other persons as may, from time to time, be allowed to be eligible for the benefits of the Plan (as permitted under the applicable laws from time to time) at such price and on such terms



and in such manner as the Board of Directors may decide in accordance with the provisions of the applicable laws and the provisions of the Plan.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are required to be issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling in terms of number of equity shares specified above shall be deemed to be increased to the extent of such additional equity shares are required to be issued. In such cases, the number and exercise price of the Options shall be adjusted in a manner that ensures the total value of the Options to the Grantee remains the same after the corporate action.

RESOLVED FURTHER THAT in case the Shares of the Company are either sub-divided or consolidated, then the ceiling in terms of number of Shares specified above shall automatically stand augmented or reduced, as the case may be, in the same proportion as the change in face value of each Share following such sub-division or consolidation.

RESOLVED FURTHER THAT the Shares transferred by the Trust under the Plan shall rank pari-passu in all respects with the then existing Shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the applicable accounting policies, guidelines or accounting standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT Board be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary for the effective implementation and administration of the Plan and to make applications to the appropriate authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

RESOLVED FURTHER THAT the Board of Directors, subject to compliance with the SEBI (SBEB & SE) Regulations, 2021, and other applicable laws, rules and regulations, be and are hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Plan and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such

documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors is authorised to do for the purpose of giving effect to this resolution."

14. To authorise APL Apollo Tubes Limited Employees Welfare Trust to undertake secondary acquisition of equity shares under 'APL Apollo Tubes Employees Stock Option Plan 2025', and in this regard, 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 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, and in accordance with the Memorandum and Articles of Association of the Company, Regulation 6(3)(a) of Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (**"SEBI SBEB & SE Regulations"**), the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), and subject further to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include any committee, including the Nomination and Remuneration Committee which the Board has constituted under Regulation 19 of the SEBI Listing Regulations to exercise its powers, including the powers, conferred by this resolution) to acquire not exceeding 50,00,000 (Fifty Lacs Only) equity shares (**"Shares"**) of face value of ₹2 (Rupees Two) each fully paid-up, being within the statutory ceiling as per the SEBI SBEB & SE Regulations, by way of secondary acquisition from market, from time to time, in one or more tranches, through the irrevocable employee welfare trust of the Company namely the 'APL Apollo Tubes Limited Employees Welfare Trust' (**"Trust"**) being setup, for the purpose of implementation of the Plan and at such price or prices and on such terms and conditions, as may be determined by the Board in due compliance with the

provisions of the SEBI SBEB & SE Regulations and other applicable laws.

RESOLVED FURTHER THAT the total number of Shares under secondary acquisition held by the Trust in pursuance to the Plan or any other share-based Employee benefit Plan implemented in the past, shall at no time, exceed 5 (five) percent of the Paid-up Equity Share Capital of the Company at the end of the financial year immediately prior to the year in which the shareholders' approval is obtained in due compliance with the provisions of the SEBI (SBEB & SE) Regulations, 2021, as amended from time to time.

RESOLVED FURTHER THAT the secondary acquisition by the Trust in any financial year shall not exceed 2 (two) percent of the paid-up equity share capital as at the end of the respective previous financial year as prescribed under the provisions of the SEBI (SBEB & SE) Regulations, 2021, as amended from time to time.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, the ceiling aforesaid in terms of number of equity shares intended to be acquired by the Trust by way of secondary acquisition shall be adjusted with a view to facilitate fair and reasonable adjustment to number of options as per provisions of the SEBI SBEB & SE Regulations and such adjusted number of Shares shall be deemed to be within the ceiling as originally approved.

RESOLVED FURTHER THAT the Trust shall not deal in derivatives and shall undertake only delivery-based transactions for the purposes of secondary acquisition as permitted under the SEBI SBEB & SE Regulations.

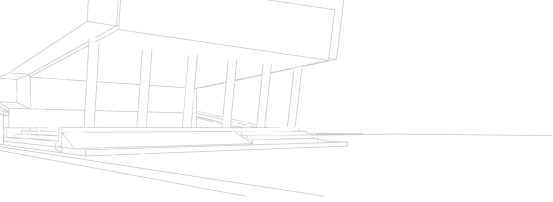
RESOLVED FURTHER THAT the Trustee(s) of the Trust shall ensure compliance of the provisions of the SEBI SBEB & SE Regulations, Companies Act, 2013 and all other applicable laws at all times in connection with dealing with the Equity Shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary and incidental for the effective implementation and administration of the Plan and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors is authorised to do for the purpose of giving effect to this resolution."

15. To approve the provision of money by the Company to APL Apollo Tubes Limited Employees Welfare Trust and in this regard, 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 67(3) and all other applicable provisions, if any, of the Companies Act, 2013, read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 the Memorandum and Articles of Association of the Company, Regulation 3(8) of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (**"SEBI SBEB & SE Regulations"**) and subject further to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the members of the Company be and is hereby accorded authorizing the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include any committee, including the Nomination and Remuneration Committee which the Board has constituted under Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to exercise its powers, including the powers, conferred by this resolution) to grant loan, provide guarantee or security in connection with the loan granted or to be granted, in one or more tranches, to the irrevocable employee welfare trust namely the 'APL Apollo Tubes Limited Employees Welfare Trust' (**"Trust"**) being set up by the Company, by such sum of money not exceeding 5% (Five Percent) of the aggregate of the paid up share capital and free reserves of the Company from time to time, for the purpose of acquisition of Equity Shares (**"Shares"**) of the Company by the Trust, in one or more tranches, subject to the ceiling of Shares as may be prescribed under APL Apollo Tubes Employees Stock Option Plan 2025 (**"APL Apollo ESOP 2025"** or **"the Plan"**) or any other share based employee benefit plan which may be introduced by the Company from time to time (**"Employee Benefit Plan(s)"**) with a view to deal in such Shares in line with contemplated objectives of the Plan or for any other purpose(s) as permitted under and in due compliance with the provisions of the SEBI (SBEB)



& SE Regulations, Companies Act, 2013 and any other applicable laws and regulations.

RESOLVED FURTHER THAT the above prescribed limit shall be taken on consolidated basis for all Employee Benefit Plan(s) as may be undertaken by the Company from time to time.

RESOLVED FURTHER THAT the Trust shall use the loan amount disbursed from time to time by the Company only for the purposes of the Plan and fulfilling the objectives mentioned in the Trust Deed, in accordance with the provisions of SEBI SBEB & SE Regulations.

RESOLVED FURTHER THAT the loan provided by the Company shall be interest free with tenure of such loan based on term of the Plan and shall be repayable to the Company upon realization of proceeds on permitted sale/transfer of Shares including realization of exercise price and any other eventual income of the Trust.

RESOLVED FURTHER THAT subject to the broad terms above, the Board be and is hereby authorized to do all

such acts, deeds, matters and things, as may at its absolute discretion, as deemed fit, to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/ or instructions as may be necessary or expedient.

RESOLVED FURTHER THAT the Trustee(s) of the Trust shall ensure compliance with the provisions of the SEBI (SBEB & SE) Regulations, 2021, Companies Act, 2013 and all other applicable laws at all times in connection with dealing with the Shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulty or doubts that may arise in this regard without being required to secure any further consent or approval of the members of the Company."

Registered Office:
37, Hargobind Enclave,
Vikas Marg, New Delhi – 110092

Date: August 18, 2025
Place: Noida

**By Order of the Board of Directors
of APL Apollo Tubes Limited**

Sd/-
Vipul Jain
Company Secretary & Compliance Officer
M. No.: A20971

NOTES:

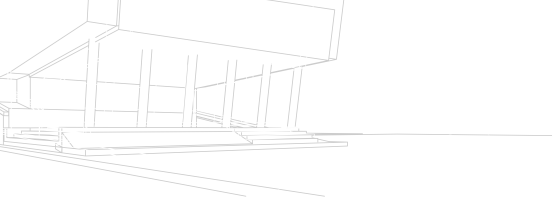
1. The Ministry of Corporate Affairs ("**MCA**") has, vide Circular Nos. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020 and other applicable circulars including General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (MCA) (collectively referred to as "**MCA Circulars**") and Circular No. SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/ HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 7, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India (collectively referred to as "**SEBI Circulars**") and in compliance with the provisions of the Companies Act, 2013 ("**the Act**") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), AGM be convened through video conferencing ("**VC**") or other audio visual means ("**OAVM**"). Hence, the 40th AGM of the Company is being held through VC and Members are requested to attend and participate in the ensuing AGM through VC only.
2. In accordance with the said circulars of MCA, SEBI and applicable provisions of the Act and SEBI Listing Regulations, the 40th AGM of the Company is being conducted through VC. Central Depository Services (India) Limited (CDSL) will be providing facility for voting through remote e-voting, for participation in the AGM through VC and e-voting during the AGM. The procedure for voting through remote e-voting, e-voting during AGM and participating in AGM through VC is explained at Notes below and is also available on the website of the Company at www.aplpollo.com.
3. The deemed venue for the 40th AGM shall be the Registered Office of the Company.
4. PURSUANT TO THE RELEVANT MCA CIRCULARS, THE FACILITY FOR MEMBERS TO APPOINT PROXY TO ATTEND AND CAST VOTE IS NOT AVAILABLE FOR THIS AGM SINCE PHYSICAL PRESENCE AT A COMMON VENUE IS NOT REQUIRED. HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP ARE NOT ANNEXED TO THIS NOTICE.
5. The Explanatory Statement pursuant to Section 102 of the Act, setting out the material facts concerning special businesses set out above is enclosed along with the details required under Regulations 36(3) of the SEBI Listing Regulations and clause 1.2.5 of the Secretarial Standard on General Meeting issued by the Institute of Company

Secretaries of India ("**SS-2**") in respect of directors proposed to be appointed and re-appointed at the AGM is annexed hereto.

6. Corporate members may refer to "Note for Non – Individual Shareholders and Custodians" appearing at the end of this notice and follow the instructions mentioned for voting and participation at the AGM.
7. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act shall be electronically available for inspection by the Members during the AGM upon login at CDSL e-voting system at www.evotingindia.com.
8. The Dividend for the Financial Year ended March 31, 2025 of ₹5.75 per share (287.5%) on 27,76,36,026 fully paid Equity Shares of ₹2/- each, as recommended by the Board of Directors, if declared at the AGM, shall be credited/dispatched within 30 days of the conclusion of AGM after deduction of tax as per the provisions of Income Tax Act, 1961, to those Members whose names appear in the Register of Members of the Company on August 22, 2025 or to their mandates. In respect of shares held by the Members in dematerialised form, the dividend shall be credited/dispatched on the basis of beneficial ownership details to be received from the depositories for this purpose.

Pursuant to the changes introduced by the Finance Act, 2020 with effect from April 1, 2020, the Company shall be required to deduct tax at source ("**TDS**") at the prescribed rates on the dividend paid to its shareholders. The TDS rate will vary depending on the residential status of the shareholder and the documents submitted by them and accepted by the Company, to determine the applicable rate of deduction. For the prescribed rates for various categories, the shareholders are advised to refer the provisions of the Income-Tax Act, 1961, read with the current Finance Act, and any amendments thereto. Some of the major features of the prevailing tax provisions on dividend distribution are set out below for quick reference, as applicable on the date of this notice.

- For Resident Shareholders, tax shall be deducted at source under section 194 of the Income Tax Act, 1961 at 10% on the amount of Dividend declared and paid by the Company during Financial Year 2025-26 provided PAN is provided by the shareholder. In case, shareholders do not have PAN/invalid PAN /PAN not linked with Aadhaar / not registered their valid PAN



details in their account, TDS at the rate of 20% shall be deducted under Section 206AA of the Income Tax Act, 1961 or as per the applicable law.

- However, no TDS shall be deducted on the Dividend Payable to a resident individual if:
 - the total dividend to be received by them during Financial Year 2025-26 does not exceed ₹10,000/- Please note that this includes the future dividends, if any, which may be declared by the Board in the Financial Year 2025-26; or
 - the Member provides Form 15G (applicable to any person other a Company or a Firm)/ Form 15H (applicable to an Individual above the age of 60 years), provided that the eligibility conditions are being met; or

Apart from the above, since the TDS/Withholding rates are different for resident and non-resident shareholders, members are requested to confirm their residential status as per the provisions of the Income Tax Act, 1961, by email at rta@abhipra.com with carbon copy to investors@aplapollo.com.

In view of above provisions, if there is any change in the information, the shareholders are requested to update their residential status, PAN and other relevant details with the Company/R&T Agent (in case shares held in physical mode) or with the relevant depositories (in case shares held in demat mode). A Resident Individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H as aforesaid, to avail the benefits to non-deduction of tax at source, by sending email to investors@aplapollo.com / rta@abhipra.com up to 5:00 p.m. on September 11, 2025.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary document i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits under the provisions of Income Tax Act, 1961 by sending an email to investors@aplapollo.com / rta@abhipra.com up to 5:00 p.m. on September 11, 2025.

9. Dispatch of Annual Report and Notice of AGM through electronic mode:

- In accordance with, the above referred circulars, the Annual Report for 2024- 25 and the Notice of this AGM are being sent only through electronic mode to those

Members whose e-mail addresses are registered with the Company or the Depository Participant(s) as on August 15, 2025.

- A letter containing the web link, along with the exact path to access the complete details of the Annual Report, is being sent to Members who have not registered their e-mail address with the Company's RTA or Depositories.
- Any Member requiring a physical copy of the Annual Report, may kindly send a request to the Company through an e-mail from their registered email id at investors@aplapollo.com/ rta@abhipra.com or a signed letter in original at the registered office of the Company.

10. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of the names as per the Register of Member of the Company as of the cut off date i.e. September 8, 2025, will be entitled to vote at the Meeting.
11. All the documents referred to in this Notice and Explanatory Statement under Section 102 of the Act, shall be available for inspection by the Members from the date of circulation of this Notice up to the date of the AGM through electronic mode. Members seeking inspection can send an email in advance to investors@aplapollo.com. A certificate from the Secretarial Auditor of the Company certifying that the Company's Employee Stock Option Plans are being implemented in accordance with the (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB & SE) Regulations"), as amended from time to time and in accordance with the resolutions passed at the general meeting(s) will be available electronically for inspection by the members during the AGM.
12. Members whose e-mail address are not registered are requested to register their e-mail address for receipt of Notice of 40th AGM, Annual Report and login details for joining the 40th AGM through VC facility including e-voting, by providing Name, folio number/DPID & Client ID (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), client master or copy of consolidated Account statement (in case of demat holding) or copy of share certificate (in case of physical holding), self attested scanned copy of Aadhaar Card or any other document as proof of address to Company: investors@aplapollo.com or to/RTA at: rta@abhipra.com.
13. The Notice of AGM and Annual Report for the Financial Year 2024-25, is available on the website of the Company at

www.aplapollo.com and also on the websites of the Stock Exchanges: at www.bseindia.com and www.nseindia.com. Notice of AGM is also available on the website of CDSL at www.evotingindia.com.

14. The attendance of the Members attending the AGM through VC will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.

GENERAL INSTRUCTIONS FOR REMOTE E-VOTING AND E-VOTING DURING ANNUAL GENERAL MEETING

1. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations, and the MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% of the paid-up share capital or more), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

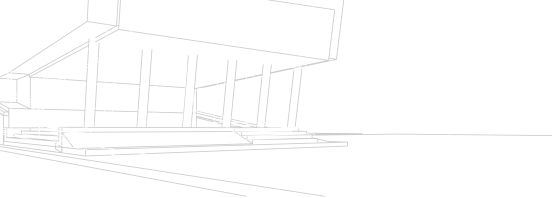
5. Any person, who acquires shares of the Company and become members of the Company after dispatch of the Notice and holding shares as on the cut-off-date i.e. September 8, 2025 -may follow the same instructions as mentioned above for e-voting.
6. Once a vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
7. 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 September 8, 2025 and a person who is not a member as on a cut off date should treat the Notice for information purpose only.

E-VOTING RESULT

1. The Company has appointed Shri Jatin Gupta, Practicing Company Secretary (Membership No. : FCS 5651: COP No. 5236) as Scrutinizer to scrutinize the process of remote e-voting and voting on the date of AGM in a fair and transparent manner.
2. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, scrutinise the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting and submit, not later than 2 working days of conclusion of AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company 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.
3. 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.evotingindia.com and shall simultaneously be forwarded to the concerned stock exchanges as well as displayed at the Corporate and Registered Office of the Company.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/ OAVM ARE AS UNDER:

- (i) The voting period begins on Friday September 12, 2025 at 10:00 A.M. (IST) and ends on Sunday, September 14, 2025 at 5:00 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 of September 8, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.



- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting

facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

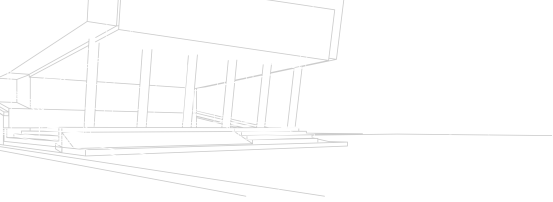
Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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> <ul style="list-style-type: none"> 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.



- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN of **APL Apollo Tubes Limited** on which you choose to vote.
- (vi) 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.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors@aplapollo.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**
1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
 2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
 3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investors@aplapollo.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investors@aplapollo.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote

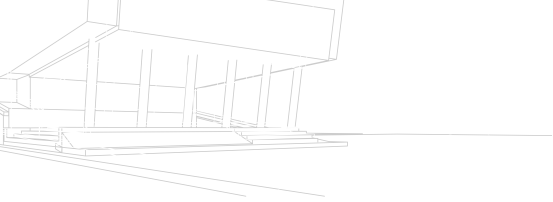
on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL), Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

The following Statement sets out all material facts relating to the Item Nos. 5 to 15 mentioned in the accompanying Notice:

ITEM NO. 5:

M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Gurugram, (FRN117366W/W-100018), had been appointed as Statutory Auditors of the Company in 30th Annual General Meeting ("**AGM**") held on August 28, 2015 to hold the office till the conclusion of the 35th AGM of the Company which was held on September 29, 2020. Further the said Auditors were re-appointed in the 35th AGM of the Company for the second term to hold the office till the conclusion of the 40th AGM to be held in year 2025. Pursuant to the provisions of the Companies Act, 2013 ("**the Act**"), the term of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants would be completed at this AGM.

Upon recommendation of the Audit Committee, the Board of Directors of the Company at their meeting held on January 20, 2025, have recommended, the appointment of M/s Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), as the Statutory Auditors of the Company on the following terms:

- a. **Term of appointment:** For a term 5 (Five) consecutive years from the conclusion of this AGM till the conclusion of 45th AGM to be held in year 2030.
- b. **Proposed Remuneration:** Up to ₹1.04 Crores (Rupees One Crore Four Lakhs only) plus applicable taxes and other out-of-pocket expenses in connection with the statutory audit for Financial Year ending March 31, 2026 and for subsequent year(s) of their term, such remuneration as shall be fixed and agreed by and between the said firm and the Board of Directors / a Committee of Board/ any other delegate.

The proposed remuneration is based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmark. The fees for services in the nature of certifications and other professional work will be in addition to the statutory audit fee as above.

- c. **Basis of recommendations:** The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder with regard to the full time partners, statutory audit, experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done by them in the past.

- d. **Credentials:** M/s Walker Chandiok & Co LLP was established on January 1, 1935 and converted to a Limited Liability Partnership firm on March 25, 2014 and has a registered office at L-41, Connaught Circus, New Delhi- 110 001. The firm is registered with the Institute of Chartered Accountants of India (ICAI) and empaneled on the Public Company Accounting Oversight Board (PCAOB) and Comptroller & Auditor General of India. The firm provides professional services like auditing, taxation, and management consultancy services to clients in India. The firm has 70 Partners and over 2,215 personnel operating from 15 locations in India. The Firm is considered as one of the four largest audit firms in India with many marquee names as the audit clients and many of them in the NSE top 250.

M/s Walker Chandiok & Co LLP have confirmed their eligibility for appointment under Section 139 read with Section 141 of the Act. M/s Walker Chandiok & Co LLP will hold office for a period of 5 (five) consecutive years from the conclusion of this AGM of the Company till the conclusion of the 45th AGM, subject to the approval by the Shareholders at this AGM.

None of the Directors and/ or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

The Board recommends the resolution set forth in Item No. 5 for the approval of Members as an Ordinary Resolution.

ITEM NO.: 6:

Pursuant to the provisions of Section 204(1) of the Companies Act, 2013 ("**the Act**") read with Rule 9 of the Companies (Appointment and Remuneration of Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), along with the applicable circulars and notifications issued by SEBI from time to time, listed companies are required to appoint Secretarial Auditors for a period of 5 (Five) years with the approval of its shareholders. Further, such a Secretarial Auditor must be a Peer Reviewed Company Secretary and should not have incurred any of the disqualifications as specified under SEBI Listing Regulations and circulars issued thereunder.

Accordingly, the Board of Directors, based on recommendation of Audit Committee, had recommended appointment of M/s. Parikh & Associates, Company Secretaries, Peer Reviewed Firm of Company Secretaries in Practice (Firm Registration Number: P1988MH009800) as Secretarial Auditors of the Company on the following terms:

a. **Term of appointment:** For a term of 5 (Five) consecutive years from the conclusion of this Annual General Meeting ("AGM") till the conclusion of 45th AGM.

b. **Proposed remuneration:** Up to ₹1.65 Lakhs (Rupees One Lakh Sixty Five Thousand only) plus applicable taxes and other out-of-pocket expenses in connection with the Secretarial Audit for Financial Year ending March 31, 2026 and for subsequent year(s) of their term, such fee as shall be fixed and agreed by and between the said firm and the Board of Directors / a Committee of Board/ any other delegate.

The proposed remuneration is based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmark. The fees for services in the nature of certifications and other professional work will be in addition to the secretarial audit fee as above and will be determined by the Board in consultation with the Secretarial Auditors and as per the recommendations of the Audit Committee.

c. **Basis of recommendations:** The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and SEBI Listing Regulations with regard to the full time partners, secretarial audit, experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done by them in the past.

d. **Credentials:** M/s. Parikh & Associates, Company Secretaries (FRN: P1988MH009800), established in the year 1987. The firm provides professional services in the field of Corporate Laws, SEBI Regulations, FEMA Regulations including carrying out Secretarial Audits, Due Diligence Audits and Compliance Audits. The firm is Peer Reviewed and Quality Reviewed by the Institute of the Company Secretaries of India.

The firm has 35 members with 10 partners, 11 qualified professionals and 14 other associates and trainees.

M/s. Parikh & Associates have given their consent to act as Secretarial Auditors of the Company and confirmed that their aforesaid appointment (if made) would be within the prescribed limits under the Act & Rules made thereunder and SEBI Listing Regulations. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of provisions of the Act & Rules made thereunder and SEBI Listing Regulations.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or

interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors of the Company recommends the resolution set out at Item No. 6 for approval of the Members as an Ordinary Resolution.

ITEM NO.: 7

Upon recommendation of the Audit Committee, the Board of Directors at its meeting held on May 07, 2025 had appointed M/s. Sanjay Gupta & Associates, Cost Accountants, New Delhi, (ICWAI Registration No. 000212) as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the Financial Year 2025-26 at a remuneration of ₹6,00,000/- (Rupees Six Lakhs only) excluding indirect taxes as applicable and reimbursement of travelling and other out-of-pocket expenses to be 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 Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable / paid to the Cost Auditors is required to be ratified by the Members of the Company. Accordingly, ratification of the Members is sought for the aforesaid remuneration payable / paid to the Cost Auditors of the Company for the financial year 2025-26.

The proposal is accordingly recommended by the Board for approval/ratification by the Members by means of an Ordinary Resolution.

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

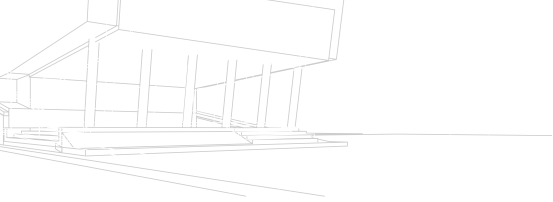
The Board of Directors of the Company recommends the resolution set out at Item No. 7 for approval of the Members as an Ordinary Resolution.

ITEM NO.8:

The members of the Company on August 10, 2023, had appointed Shri Deepak Kumar (DIN:03056481) as Whole-time Director, designated as Director (Operations) & Group CFO of the Company for a period of five years with effect from May 12, 2023 on following remuneration:

A. **Salary:** ₹1.25 Crores (Rupees One Crore Twenty Five Lakhs only) per annum which may go up to ₹2.50 Crores (Rupees Two Crore Fifty Lakhs only) per annum.

B. **Benefits, perquisites & Allowances:** Up to ₹25 Lakhs (Rupees Twenty Five Lakhs only) p.a.



Shri Deepak Kumar has been associated with the Company since 2013 and served as Chief Financial Officer from February 18, 2015 to October 30, 2023. Before his tenure at APL Apollo, he was employed at Surya Roshni Limited for approximately 9 years. He is a distinguished member of the Institute of Chartered Accountants of India (ICAI). With nearly two decades of experience in the structural steel tube manufacturing industry, he has adeptly managed operations, marketing and institutional sales. Additionally, he has been instrumental in formulating corporate strategy, financial planning and overseeing corporate affairs, information technology, human resources and investor relations for the APL Group.

In recognition of his significant contributions to the strategic development and operational excellence of the APL Apollo Group and keeping in view his multifaceted contributions to the Group, including financial management, strategic growth, and resource optimization, the Board of Directors of the Company, on recommendation of the Nomination & Remuneration Committee, in their respective meetings held on July 24, 2025, approved the following revised remuneration with effect from July 24, 2025 for remaining period of i.e. till May 11, 2028:

- A. Salary:** ₹1.90 Crores (Rupees One Crore Ninety Lakhs only) per annum with such increment(s) as may be decided by the Board of Directors, from time to time, on the recommendation of Nomination & Remuneration Committee up to a maximum limit of ₹3.50 (Rupees Three Crore Fifty Lakhs only) Crores per annum.
- B. Benefits, perquisites & Allowances:** The value of additional benefits, perquisites & allowances (including perquisite value of share based employee benefit, if any) in accordance with the rules of the Company or as may be agreed by the Board of Directors shall be in addition to the salary referred to in (a) above and shall be upto 100% of the remuneration drawing at that time as specified in (a) above.

The remaining terms and conditions of the remuneration shall remain same as mentioned in resolution passed by the members dated August 10, 2023.

The proposed remuneration is within the limits prescribed under Section 197 read with Section I of Part II of Schedule V of the Companies Act, 2013 (**"the Act"**).

This explanatory statement along with the resolution may be treated as written memorandum setting out the terms of remuneration of Shri Deepak Kumar under Section 197 of the Act.

The necessary disclosures under Secretarial Standard-2, with respect to Shri Deepak Kumar forms part of this notice.

Except Shri Deepak Kumar himself, none of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in this resolution.

The Board of Directors of the Company recommends the resolution set out at Item No. 8 for approval of the Members as an Ordinary Resolution.

ITEM NO.9:

The Board of Directors of the Company based on recommendation of the Nomination & Remuneration Committee of the Company, at its meeting held on July 24, 2025, appointed Shri Chakram Kumar Singh (DIN: 11108837), as an Additional Director on the Board of the Company with immediate effect and also designated him as an Whole-time Director (Director & Chief Operating Officer) for a term of 5 (five) years, with effect from July 24, 2025, liable to be retire by rotation, subject to approval of the members of the Company.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (**"the Act"**), Shri C.K. Singh shall hold office as an Additional Director up to the date of the this Annual General Meeting.

Shri C.K. Singh brings with him nearly 30 years of experience in the steel and manufacturing sector, with a proven track record of delivering operational excellence and driving large-scale industrial transformation. He holds a bachelor's degree in mechanical engineering from Bangalore University (Batch of 1996) and a Master's degree in Operations and Project Management.

Shri C. K. Singh began his career with the Steel Authority of India Limited (SAIL) as a Trainee Engineer and went on to hold senior leadership positions across reputed organizations such as Adhunik Metaliks, Rashmi Metaliks, Monnet Ispat, and Steel Strips Wheels. Throughout his career, he has built deep domain expertise across plant operations, project execution, product innovation, and cost optimization.

In 2016, Shri C. K. Singh joined APL Apollo Tubes Limited as Plant Head. During his five-year tenure in this role, he played a pivotal part in strengthening operational systems and enhancing productivity. In 2020, he was elevated to the role of Chief Operating Officer, where he has since been leading several strategic initiatives, including the successful commissioning of greenfield and brownfield projects, launch of new product lines, driving cost-efficiency measures and efficiently managed all the plant operation.

Recognized for his leadership acumen, executorial sharpness, and ability to align large teams, Shri C. K. Singh has been instrumental in achieving record production milestones

and contributing to the Company's growth trajectory. His operational foresight and commitment to continuous improvement continue to add immense value to APL Apollo's manufacturing ecosystem.

To sum up his journey in one line: "A leader who knows Making & Shaping of Steel".

The Board felt that the Company in its current level and scale of operations needed to evolve a robust succession plan for the leadership roles; elevation of the existing executives to higher positions in the organisational hierarchy ensures optimum utilisation of talent as well as seamless transition of roles. The above appointment is in consonance with the said policy.

Shri C.K. Singh has submitted a declaration in prescribed Form DIR-8 to the effect that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and consent to act as a Director in prescribed Form DIR-2. Shri C.K. Singh is not debarred from holding the office of Director by virtue of any SEBI, MCA order or any other such authority. Further the Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Shri C.K. Singh for the office of Director of the Company.

Shri C.K. Singh shall work under the overall control and superintendence of the Board of Directors and shall exercise substantial powers of management and such other functions and powers, as may be delegated by the Board from time to time.

REMUNERATION PROPOSED:

The Nomination & Remuneration Committee and the Board of Directors of the Company at their respective meetings held on July 24, 2025 approved following remuneration of Shri C.K. Singh as the Whole- time Director, designated as Director and Chief Operating Officer of the Company:

- a) **Term:** 5 (five) years with effect from July 24, 2025. He shall be liable to retire by rotation.
- b) **Remuneration:** ₹1.09 Crores (Rupees One Crore Nine Lakhs only) per annum with such increment(s) as may be decided by the Board of Directors, from time to time, on the recommendation of Nomination & Remuneration Committee up to a maximum limit of ₹2.50 Crores (Rupee Two Crore Fifty Lakhs only) per annum.
- c) **Benefits, perquisites & Allowances:** The value of additional benefits, perquisites & allowances (including perquisite value of share based employee benefit, if any) in accordance with the rules of the Company or as may be agreed by the Board of Directors shall be in addition to the salary referred to in (b) above and shall be up to 100%

of the remuneration drawing at that time as specified in (b) above.

- d) **Remuneration for a part of the Year:** Remuneration for a part of the year shall be computed on pro-rata basis.
- e) **Minimum Remuneration:** In the event of absence or inadequacy of profits in any financial year, the aforementioned remuneration shall be paid as the minimum remuneration, subject to the provisions of the Act and/or any other applicable statutory provisions.

The proposed remuneration is within the limits prescribed under Section I of Part II of Schedule V of the Companies Act.

The Board of Directors may, in its discretion pay to Shri C.K. Singh 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.

This explanatory statement along with the resolution may be treated as written memorandum setting out the terms of appointment of Shri C.K. Singh under Section 190 of the Act

The necessary disclosures under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2, with respect to Shri C.K. Singh forms part of this notice.

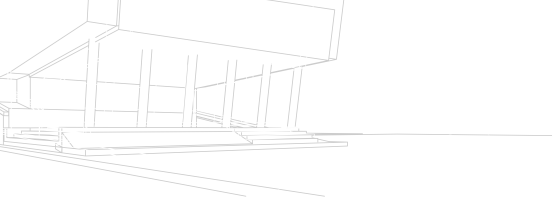
Except Shri C.K. Singh himself, none of the Directors or Key Managerial Personnel of the Company and/or their relatives (to the extent of their shareholding, if any) is concerned or interested, financially or otherwise, in this resolution.

The Board of Directors of the Company recommends the resolution set out at Item No. 9 for approval of the Members as an Ordinary Resolution.

ITEM NO.10:

Consequent to the forthcoming completion of the 2nd tenure of Ms. Neeru Abrol (DIN: 01279485) as Independent Director of the Company w.e.f. conclusion of this Annual General Meeting and with the appointment of Shri C.K. Singh (DIN: 11108837) as a Whole-time Director of the Company, as recommended in this notice, it was required to induct two more Independent Directors on the Board of the Company to comply with the provisions of Regulation 17 of SEBI Listing Regulations.

The Board of Directors of the Company based on recommendation of the Nomination & Remuneration Committee of the Company, had at its meeting held on July 24, 2025, appointed Shri Dukhabandhu Rath (DIN: 08965826), as an Additional Director and designated him as an Independent Director of the Company for a term of 3 (three) years, with effect



from July 24, 2025, subject to approval of the members of the Company. During his tenure as an Independent Director, Shri Dukhabandhu Rath shall not be liable to retire by rotation.

Shri Dukhabandhu Rath is a highly accomplished banking professional with almost four decades of experience in the Indian financial sector. He dedicated ~36 years of his career to the State Bank of India (SBI), having joined the Bank in 1984 as a Probationary Officer (Scale I), following earlier stints with two other public sector banks.

Throughout his tenure at SBI, Shri Dukhabandhu Rath held a diverse range of leadership and operational roles across Corporate Offices, Independent Circles, Regional Offices, and international assignments. His extensive experience reflects a strong track record in delivering consistent business growth, achieving financial and operational excellence, and maintaining the highest standards of compliance and service delivery.

Recognized as a top performer, he has received multiple awards and accolades for his contributions to the State Bank of India. He is known for his strategic acumen, innovative thinking, and ability to drive transformation while managing risk effectively. His roles have spanned across key banking domains including Commercial and Retail Banking, International Banking, Operations, Corporate Governance, Human Resource and Industrial Relations Management, and Corporate Client Engagement.

He also led the implementation of Corporate Social Responsibility (CSR) initiatives in the SBI Ahmedabad Circle, covering the state of Gujarat and three Union Territories. He has also played a significant role in long-term strategic planning, budgetary oversight, and cost management, in alignment with SBI's broader organizational goals.

He is a Certified Associate of the Indian Institute of Bankers and has undergone specialized training in IT Security conducted by the Institute for Development and Research in Banking Technology (IDRBT).

Shri Dukhabandhu Rath has furnished a declaration in the prescribed Form DIR-8 to the effect that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and consent to act as a Director in prescribed Form DIR-2. Shri Dukhabandhu Rath is not debarred from holding the office of Director by virtue of any SEBI, MCA order or any other such authority.

Further the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 (**"the Act"**) proposing the candidature of Shri Dukhabandhu Rath for the office of Independent Director of the Company. Additionally, the company has also received from Shri Dukhabandhu Rath, a

declaration regarding his meeting the criteria of independence as per Section 149(7) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**). He is registered with the database of independent directors maintained by IICA.

A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company and can be accessed at www.aplapollo.com.

The necessary disclosures under the SEBI Listing Regulations and Secretarial Standard -2, with respect to Shri Dukhabandhu Rath forms part of this notice.

Except Shri Dukhabandhu Rath himself, none of the Directors or Key Managerial Personnels of the Company and/or their relatives is concerned or interested, financially or otherwise, in this resolution.

The Board of Directors is of view that his appointment as an Independent Director would be in the best interest of the Company and feels that Company would immensely benefit from the appointment and accordingly recommends passing of a Special Resolution set out at Item No. 10 of the accompanying Notice, for the approval of the Members of the Company.

ITEM NO.11:

Consequent to the forthcoming completion of the 2nd tenure of Ms. Neeru Abrol (DIN: 01279485) as Independent Director of the Company w.e.f. conclusion of this Annual General Meeting and with the appointment of Shri C.K. Singh (DIN: 11108837) as a Whole-time Director of the Company, as recommended in this notice, it was required to induct two more Independent Directors on the Board of the Company to comply with the provisions of Regulation 17 of SEBI Listing Regulations.

The Board of Directors of the Company based on recommendation of the Nomination & Remuneration Committee of the Company, had at its meeting held on July 24, 2025, appointed Shri Rakesh Sharma (DIN: 06695734), as an Additional Director and designated him as an Independent Director of the Company for a term of 3 (three) years, with effect from July 24, 2025, subject to approval of the members of the Company. During his tenure as an Independent Director, Shri Rakesh Sharma shall not be liable to retire by rotation.

Shri Rakesh Sharma possesses over 35 years of extensive experience in the banking and financial services sector. He holds a Bachelor of Science (1973) and a Master of Laws (1979) from Meerut University. He started his career with the State Bank of

India (SBI), where he served in various senior roles across key operational branches, including the Overseas Branch in Delhi, the Commercial Branch in Agra, and the Commercial Branch in Nehru Place, Delhi. Over the course of his distinguished tenure, he gained in-depth experience across a broad spectrum of financial services including Corporate Finance, SME Finance, Credit Management, Retail Banking, Mergers & Acquisitions, and Debt Restructuring.

Known for his leadership capabilities and strategic insight, Shri Rakesh Sharma played a pivotal role in driving organizational development within SBI. His contributions extended beyond the Bank through his representation as a Nominee Director on the boards of prominent companies such as Suzlon Energy Limited, SE Forge, and SKS Power (Chhattisgarh), thereby strengthening corporate governance and strategic oversight in these organizations.

Shri Rakesh Sharma retired in June 2013 from his role as Chief General Manager at SBI, his illustrious career is underscored by a deep commitment to excellence, innovation, and ethical leadership in the financial services domain. He also has extensive experience in government liaisoning and engaging with financial institutions at various levels.

Shri Rakesh Sharma has furnished a declaration in the prescribed Form DIR-8 to the effect that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and consent to act as a Director in prescribed Form DIR-2. Shri Rakesh Sharma is not debarred from holding the office of Director by virtue of any SEBI, MCA order or any other such authority.

Further the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 (**"the Act"**) proposing the candidature of Shri Rakesh Sharma for the office of Independent Director of the Company. Additionally, the company has also received from Shri Rakesh Sharma, a declaration regarding his meeting the criteria of independence as per Section 149(7) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**). He is registered with the database of independent directors maintained by IICA.

A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company and can be accessed at www.aplapollo.com.

The necessary disclosures under the SEBI Listing Regulations and Secretarial Standard -2, with respect to Shri Rakesh Sharma forms part of this notice.

Except Shri Rakesh Sharma himself, none of the Directors or Key Managerial Personnels of the Company and/or their relatives is concerned or interested, financially or otherwise, in this resolution.

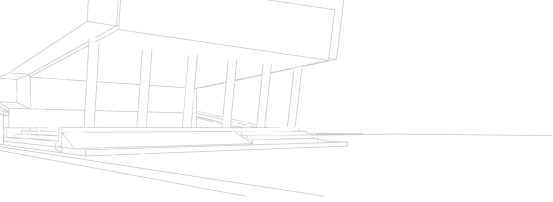
The Board of Directors is of view that his appointment as an Independent Director would be in the best interest of the Company and feels that Company would immensely benefit from the appointment and accordingly recommends passing of a Special Resolution set out at Item No. 11 of the accompanying Notice, for the approval of the Members of the Company.

ITEM NO.: 12,13 & 14

Your Company believes that equity-based compensation Plan are effective tools to attract, retain, motivate and reward the talents working exclusively with the Company, and its group including the Subsidiary(ies) Company and Associate Company. With the objective to motivate key employees for their contribution to the corporate growth on sustained basis, to create an employee ownership culture, to retain the best talent in the competitive environment and to encourage them in aligning individual goals with that of the Company's objectives, your Company intends to implement an employee stock option Plan namely 'APL Apollo Tubes Employees Stock Option Plan 2025' (**"APL Apollo ESOP 2025" or "Plan"**) seeking to cover eligible employees.

In terms of Regulation 6(1) of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [**"SEBI (SBEB & SE) Regulations"**], the issue of Equity Shares under an Employee Stock Options Plan requires approval of the shareholders by way of a Special Resolution. The Special Resolution set out at Item No. 12 is to seek your approval for the said purpose.

The shares required for the implementation of the proposed Plan shall be acquired by way of secondary acquisition from the stock market, in one or more tranches at such point(s) in time as decided, through an irrevocable employee welfare trust of the Company namely 'APL Apollo Tubes Limited Employees Welfare Trust' (**"Trust"**). The Plan shall be administered through the Trust. The contemplated secondary acquisition is well within the ceiling prescribed under the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (**"SEBI SBEB & SE Regulations"**).



For the purpose of acquisition of Shares by the said Trust, the Trust may be funded by the Company, either through an interest free loan or any other form of financial assistance permissible under applicable laws. Further, the Trust may take loan from banks or any other person/source under applicable laws. The loan sought in this regard shall be within the statutory limit, approval for which is sought separately.

Accordingly, the Nomination and Remuneration Committee ("**Committee**") and the Board of Directors of the Company at their meetings held on July 24, 2025 had approved the introduction of the Plan, subject to approval of member of the Company.

Further, as per Regulation 6(3)(c) of SEBI (SBEB & SE) Regulations, approval of the Shareholders by way of separate Special Resolution is also required for grant of Options to employees of a Subsidiary Company, in India or outside India, of the Company. The Special Resolution set out at Item No. 13 is to seek your approval for the said purpose.

Further, as per Regulation 6(3)(a) of SEBI (SBEB & SE) Regulations, approval of the shareholders by way of a separate Special Resolution is also required for Secondary Acquisition of Equity Shares by the Trust for implementation of the Plan. The Special Resolution set out at Item No. 14 is to seek your approval for the said purpose.

The main features of the Plan are as under:

a) Brief description of the Plan:

This Plan shall be called the APL Apollo Tubes Employees Stock Option Plan 2025 (hereinafter referred to as "**APL Apollo ESOP 2025**" or "**the Plan**")

The objectives of the Plan are:

- a) To provide means to enable the Company to attract and retain appropriate human talent engaged by the Company;
- b) To motivate the employees / directors of the Company with incentives and reward opportunities;
- c) To achieve sustained growth of the Company and the creation of shareholder value by aligning the interests of the employees / directors which will lead to long-term wealth creation; and
- d) To create a sense of ownership and participation amongst the employees / directors or otherwise increase their proprietary interest.

The Plan contemplates grant of Options to the eligible employees as mentioned in the Plan (including Directors) as specified at point 'c' below, time to time as may

be determined in due compliance of SEBI SBEB & SE Regulations and provisions of the Plan. After vesting of Options, the eligible employees shall have a right (but not obligation) to exercise the vested Options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon. The employees may create wealth depending on prevailing market price of Shares as on the date of sale.

The Nomination and Remuneration Committee ("**Committee**") of the Company shall supervise the Plan as required under SEBI SBEB & SE Regulations. All questions of interpretation of the Plan shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Plan. Whereas the administration of the Plan shall be done by the Trust.

b) Total number of Options to be granted:

The maximum aggregate number of Shares Options that may be granted under the Plan, shall not exceed 50,00,000 Options (or such other number adjusted in terms of Plan), in one or more tranches, whereby each such Option, confers a right upon the Grantee to apply for one Share of the Company, in accordance with the terms and conditions of such Grant.

In case of shareconsolidation or split or other reorganization of capital structure of the Company from time to time, the maximum number of Shares available for being Granted under APL Apollo ESOP 2025 shall stand modified accordingly, so as to ensure that the cumulative face value (No. of shares X Face value per share) prior to such share consolidation or reorganization, as the case may be, remains unchanged after such share split, consolidation or reorganization of capital structure.

Further, the maximum number of Options that may be Granted, and the Shares arising upon Exercise of such Options, shall be appropriately adjusted in the event of any bonus issue, rights issue, merger, de-merger, or amalgamation, so as to ensure that the rights of the Grantees are not adversely affected. All such adjustments shall be made in accordance with Applicable Law and the SEBI SBEB & SE Regulations, as amended from time to time.

If any Option Granted under the Plan lapses or is forfeited or surrendered under any provision of the Plan, and then such these Options will be available for re-Grant by the NRC to any Employee(s) as it may deem fit in its absolute discretion, subject to the compliances of provisions of the Applicable Laws.

c) Identification of classes of employees entitled to participate in the Plan

Following classes of employees and directors (collectively referred to as “**Employees**”) are eligible under the Plan:

- (i) an employee as designated by the Company, who is exclusively working in India or outside India; or
- (ii) a director of the Company, whether a whole-time director or not, including a non-executive director, who is not a promoter or member of the promoter group but excluding an independent director; or
- (iii) an employee as defined in sub-clauses (i) and (ii) above, of the Subsidiary or Associate company(ies) in India or outside India, of the Company, but does not include:
 - a) an employee who is a Promoter or a person belonging to the Promoter Group; or
 - b) a Director who either by himself /herself or through his/her relatives or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.

d) Requirements of vesting and period of vesting

The Options granted to any Grantee shall vest within the Vesting Period in the manner specified in the Grant letter subject to a maximum period of four years from the date of Grant.

Notwithstanding anything to the contrary contained herein, there shall be a minimum period of 1 (one) year between the Grant of Options and Vesting of Options. The Vesting of Options shall be subject to any additional conditions as may be prescribed by the NRC in the Grant letter.

The Vesting of Options may be time based and/ or based upon Performance of Company (market capitalization, revenue, EBITDA, ROCE), Performance of Employee, provided the Grantee shall not have resigned or received a notice of termination, or be serving any notice period and such other parameters as may be determined by NRC and shall be mentioned in the Grant Letter of respective Grantees.

e) Maximum period within which the Option shall be vested:

Any Option granted under the Plan shall vest within the Vesting Period, subject to a maximum vesting period of 4 (four) years from the date of grant of Options.

The Committee subject to minimum and maximum ceiling of vesting period shall have the power to prescribe the vesting schedule for a particular grant.

f) Exercise price or pricing formula:

Under this Plan, the Exercise Price of the Shares will be decided by the NRC at the time of Grant and shall be linked with the Market Price. The NRC has the power to provide suitable discount, as it deems fit.

However, the Exercise Price shall not in any case be less than the average purchase price of the Shares acquired by the Trust.

g) Exercise period and the process of Exercise:

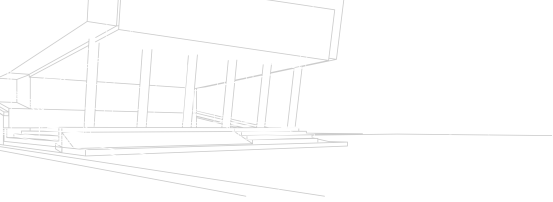
Each Option entitles the holder thereof to apply for one Share of the Company upon submission of Exercise Letter and the payment of the Exercise Price along with applicable tax and such other amount, if any, to the Trust during/ within the maximum Exercise Period of 1 year from the date of last vesting or such lesser period as may be decided by the NRC at its sole discretion from time to time and mentioned in the Grant Letter of the Grantee. The Vested Options can be exercised all at one time or at various points of time within the Exercise Period.

The Grantee may, at any time during the Exercise Period, subject to fulfillment of the conditions of the Vesting, Exercise the Options by submitting an Exercise Letter as prescribed by the NRC, to the Trust. The Grantee shall pay the Exercise Price along with applicable tax and such other amount, if any, in respect of the number of Options Exercised by him/ her by way of Cheque or demand draft or through any other banking channel to the Trust. The tax amount arising at the time of Exercise shall be payable at the time of Exercise by way of Cheque or demand draft or through banking channel to the Company.

h) Appraisal process for determining the eligibility of employees under the Plan:

The Nomination and Remuneration Committee may on the basis of all or any of the following criteria, decide on the Employees / Grantees who are eligible for the grant / vesting of Options under the Plan and the terms and conditions thereof.

- **Loyalty:** It will be determined on the basis of tenure of employment of an Employee / Grantee in the Company/Subsidiary Company/Associate Company.
- **Performance of Employee / Grantee:** Employee's / Grantee's performance during the financial year on the basis of the parameters decided by the Board of Directors.
- **Performance of Company:** Performance of the Company as per the standards set by the Board of Directors.



- Any other criteria as decided by the Nomination and Remuneration Committee in consultation with Board of Directors from time to time.

i) Maximum number of Options to be issued per employee and in aggregate:

The aggregate number of Options that may be granted to an eligible Employee under APL Apollo ESOP 2025 shall be less than 1% of the issued capital (excluding outstanding warrants and conversions) of the Company (excluding outstanding warrants and conversions) in any one year at the time of Grant, unless a separate specific approval from shareholders of the Company through separate special resolution is obtained for granting Options that are equal to or exceeding 1% or more of the issued capital (excluding outstanding warrants and conversions) of the Company.

The maximum aggregate number of Shares Options that may be granted under the Plan, shall not exceed 50,00,000 Options (or such other number adjusted in terms of Plan), in one or more tranches, whereby each such Option, confers a right upon the Grantee to apply for one Share of the Company, in accordance with the terms and conditions of such Grant.

j) Maximum quantum of benefits to be provided per employee:

The maximum quantum of benefits that will be provided to every eligible Employee under the Plan will be the difference between the market value of Company's Share on the Stock Exchanges as on the date of exercise of Options and the Exercise Price paid by the Employee.

k) Whether the Plan(s) is to be implemented and administered directly by the Company or through a Trust:

The Company proposes to implement the Plan through Trust Route wherein the Trust shall acquire the Shares by way of Secondary Acquisition from the market.

l) Whether the Plan involves new issue of shares by the company or secondary acquisition by the Trust or both:

The Plan contemplates acquisition of Shares from secondary acquisition through the Trust.

m) Amount of loan to be provided for implementation of the Plan(s) by the Company to the Trust, its tenure, utilization, repayment terms etc.:

For the purpose of acquisition of Shares by the said Trust, the Trust may be funded by the Company, either

through an interest free loan or any other form of financial assistance permissible under applicable laws. Further, the Trust may take loan from banks or any other person/ source under applicable laws.

The proposed amount of loan will be within the statutory limit of 5% (five percent) of the aggregate of paid-up share capital and free reserves, as prescribed under SEBI SBEB SBEB & SE Regulations read with Rule 16 of the Companies (Share Capital and Debenture) Rules, 2014. The tenure of such loan shall be until the earlier of (i) the accomplishment of the objectives of the Trust, or (ii) the repayment of the loan. The utilization of such loan shall be for the objects of the Trust as mentioned in trust deed. The Trust shall repay the loan to the Company by utilising the proceeds realised from exercise of Options by the Grantees and the accruals of the Trust at the time of termination of the Plan.

n) Maximum percentage of secondary acquisition (subject to limits specified under the regulation) that can be made by the trust for the purpose of the Plan:

The total number of Shares under secondary acquisition held by the Trust shall at no time exceed 5% (five percent) of paid up equity capital as at the end of the financial year immediately prior to the financial year in which the Shareholder approval is obtained for such secondary acquisition.

Further, the secondary acquisition in a financial year by the Trust shall not exceed 2% (two percent) of the Paid up Equity Capital as at the end of the previous financial year.

o) Accounting and Disclosure Policies:

The Company shall comply with the disclosures requirements and the accounting policies prescribed under Regulation 15 of the SEBI SBEB & SE Regulations or as may be prescribed by regulatory authorities from time to time.

p) Method of Option valuation:

The Company shall comply with the requirements of valuation as prescribed under law, as applicable, notified by competent authorities from time to time.

q) Statement with regard to Disclosure in Director's Report:

As the company is adopting fair value method, presently there is no requirement for disclosure in director's report. However, if in future, the Company opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost

that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.

r) Period of Lock-in:

The shares issued pursuant to exercise of Options shall not be subject to any lock-in period restriction and are freely tradable in the stock market except such restrictions as may be prescribed under applicable laws including that under the code of conduct framed, if any, by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended.

s) Terms & conditions for buyback, if any, of specified securities/ Options covered granted under the Plan:

Subject to the provisions of the prevailing applicable laws, the Committee shall determine the procedure for buy-back of Options granted under the Plan if to be undertaken at any time by the Company, and the applicable terms and conditions.

In terms as per Regulation 6 of the SEBI SBEB & SE Regulations and pursuant to Section 62(1) (b), the consent of the members is sought by way of Special Resolution for the approval of the APL Apollo Tubes Employees Stock Option Plan 2025.

A draft copy of the Plan will be available for inspection without any fee by the members from the date of circulation of this Notice up to the date of conclusion of voting.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution, except to the extent they may be lawfully granted Options under the Plan.

Your Board of Directors recommends the Special Resolutions set forth as Item Nos. 12, 13 and 14 of the notice for your approval.

ITEM NO. 15:

In order to execute 'APL Apollo Tubes Employee Stock Option Plan 2025' ("APL Apollo ESOP 2025" or "Plan") through Trust Route, the Company need to make provisioning of funds to the Trust so as to enable it to acquire to the Shares of the Company. Accordingly, Item No 15 which is proposed for approval of the Shareholders is set out in this Notice.

The disclosures as per Rule 16 of the Chapter IV of the Companies Act, 2013, are as under:

Necessary details in this regard are provided as under:

a) The class of employees for whose benefit the Plan is being implemented and money is being provided for acquisition of the Shares:

Following classes of employees and directors (collectively referred to as "**Employees**") are eligible under the Plan :

- (i) an employee as designated by the Company, who is exclusively working in India or outside India; or
- (ii) a director of the Company, whether a whole-time director or not, including a non-executive director, who is not a promoter or member of the promoter group but excluding an independent director; or
- (iii) an employee as defined in sub-clauses (i) and (ii) above, of the Subsidiary or Associate company(ies) in India or outside India, of the Company, but does not include:
 - a) an employee who is a Promoter or a person belonging to the Promoter Group; or
 - b) a Director who either by himself /herself or through his/her relatives or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.

b) The particulars of the Trustee or employees in whose favour such Shares are to be registered:

The Trust will acquire equity shares from the secondary market. The shares will be registered in the name of all or any of the Trustees of the Trust to hold equity shares of the Company for and on behalf of the Trust. The equity shares acquired by the Trust shall be transferred to the Employees on exercise of vested stock options and registered in their respective names upon such transfer.

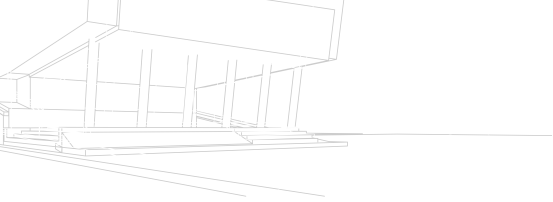
c) The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any:

Particulars of Trust

An Irrevocable Trust is proposed to be set-up with the name 'APL Apollo Tubes Limited Employee Welfare Trust' having its office at such place as may be decided by the Board/Committee.

Particulars of Trustees

The Trustee(s) of APL Apollo Tubes Limited Employee Welfare Trust would be appointed by the Board / Committee and in compliance with the applicable provisions of the Act and the SEBI Regulations. A person



shall not be appointed as a Trustee, if he is a director, key managerial personnel or promoter of the company or its Group company(ies) including its Holding / Subsidiary / Associate Company(ies) or any relative of such director, Key Managerial Personnel or Promoter or if he beneficially holds 10% or more of the paid-up share capital of the company.

d) Any interest of key managerial personnel, directors or promoters in such Plan or trust and effect thereof:

Promoters are not eligible to be covered under the Plan. However, key managerial personnel, directors (other than independent directors and promoter directors) may be covered or interested under the Plan but only to the extent of stock options as may be granted to them, if any, under the Plan and in due compliance with the SEBI SBEB & SE Regulations.

e) The detailed particulars of benefits which will accrue to the employees from the implementation of the Plan:

Each Option confers a right upon the Grantee to apply for one Share of the Company, in accordance with the terms and conditions of such Grant.

The maximum quantum of benefits that will be provided to every eligible Employee under the Plan will be the

difference between the Market Value of Company's Share on the Recognized Stock Exchanges as on the Date of Exercise of Options and the Exercise Price paid by the Employee.

f) The details about who would exercise and how the voting rights in respect of the shares to be acquired under the Plan would be exercised:

The trustee of the Trust shall not vote in respect of Shares held in the Trust as per extant SEBI SBEB & SE Regulations. In this circumstance, the voting rights can be exercised by an eligible employee only when the Shares are transferred by the Trust to him/ her upon exercise.

None of the directors and / or key managerial personnel of the Company including their relatives are interested or concerned in the Trust/ resolution, except to the extent of their entitlements, if any, under the Plan.

Consent of the members is being sought by way of a special resolution pursuant to the Rule 16 of the Companies (Share Capital and Debenture) Rules, 2014 read with Regulation 3(8) of the SBEB & SE Regulations.

The Board of Directors recommends the Special Resolution set forth as Item No. 15 of the notice for approval of the shareholders.

Registered Office:

37, Hargobind Enclave,
Vikas Marg, New Delhi – 110092

Date: August 18, 2025

Place: Noida

**By Order of the Board of Directors
of APL Apollo Tubes Limited**

Sd/-

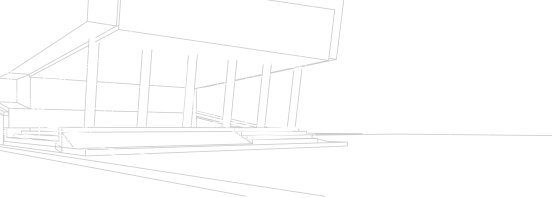
Vipul Jain

Company Secretary & Compliance Officer
M. No.: A20971

DETAILS OF DIRECTORS SEEKING APPOINTMENT AND REAPPOINTMENT

[Pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and the Secretarial Standard -2]

Name of Director	Shri Vinay Gupta	Shri Deepak Kumar	Shri Chakram Kumar Singh
Age	48 Years	47 Years	50 Years
Director Identification Number (DIN)	00005149	03056481	11108837
Nationality	Indian	Indian	Indian
Date of first appointment on the Board	May 16, 2008	May 12, 2023	July 24, 2025
Nature of expertise in specific functional areas	Management, Business Development & Operations	General Management, Strategy, Finance & Accounts	Management & Technical
Qualification	Entrepreneur	Chartered Accountant	M. Tech and MBA
Shareholding in the Company directly or as beneficial holder	NIL	NIL	30,679 Equity Shares
Terms and conditions of appointment / re-appointment	Appointment pursuant to retire by rotation. The terms and conditions of his re-appointment shall remain the same as those applicable to him prior to such re-appointment.	Appointment pursuant to retire by rotation. The terms and conditions of his re-appointment shall remain the same as those applicable to him prior to such re-appointment.	Appointment as Whole-time Director, liable to retire by rotation.
Details of remuneration sought to be paid and the remuneration last drawn by such person	As a Non-Executive Director, he is entitled to sitting fees for attending meetings of the Board/ Committees. Shri Vinay Gupta does not draw any remuneration from the Company in his capacity as Non-Executive Director.	Mentioned in Explanatory Statement to the Resolution as set at Item No. 8. Refer Corporate Governance section of the Annual Report for past remuneration drawn by Shri Deepak Kumar.	Mentioned in Explanatory Statement Item No. 9. This is the first time appointment as a Director, so details of last remuneration is not applicable.
Directorships held in other companies	<ul style="list-style-type: none"> • S Gupta Holding Private Limited • APL Apollo Building Products Limited • APL Apollo Mart Limited • Blue Ocean Projects Private Limited • APL Apollo Foundation • SG Green Logistics Private Limited • Apollo Metalex Limited 	<ul style="list-style-type: none"> • Apollo Metalex Limited • APL Apollo Building Products Limited • GBD Enterprises Private Limited 	<ul style="list-style-type: none"> • Apollo Metalex Limited
Membership / Chairmanship of Committee(s) of other Companies:	NIL	NIL	NIL
Relationship with other Directors, Manager and Key Managerial Personnel of the company	Brother of Shri Sanjay Gupta.	None	None
Number of meetings of the Board attended during the year (till the date of this notice)	2	2	Not Applicable

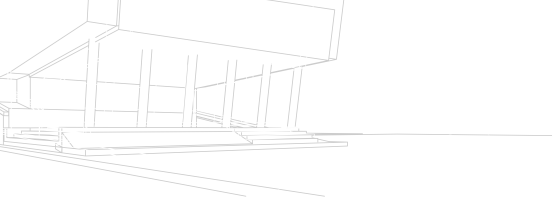


Name of Director	Shri Vinay Gupta	Shri Deepak Kumar	Shri Chakram Kumar Singh
Listed entities from which the person has resigned in the past three years	None	None	None
Brief Profile & experience	With more than two decades of industry experience, Shri Vinay Gupta has in-depth knowledge of the manufacturing and trading of pipes, tubes, sheets, and other steel products. He has been assigned the responsibility of driving the Company's pre-galvanised and international market businesses.	Mentioned in Explanatory Statement Item No. 8	Mentioned in Explanatory Statement Item No. 9

Name of Director	Shri Dukhabandhu Rath	Shri Rakesh Sharma
Age	64 Years	72 Years
Director Identification Number (DIN)	08965826	06695734
Nationality	Indian	Indian
Date of first appointment on the Board	July 24, 2025	July 24, 2025
Nature of expertise in specific functional areas	Banking, Risk Management, Community Service.	Banking and Financial Services.
Qualification	CAIIB and B.A. (HONS)	B.SC, LL.M & LL.B
Shareholding in the Company directly or as beneficial holder	NIL	NIL
Terms and conditions of appointment / re-appointment	Appointment as Independent Director for a period of 3 years With effect from July 24, 2025.	Appointment as Independent Director for a period of 3 years With effect from July 24, 2025.
Details of remuneration sought to be paid and the remuneration last drawn by such person	As an Independent Director, he is entitled to sitting fees for attending meetings of the Board/ Committee.	As an Independent Director, he is entitled to sitting fees for attending meetings of the Board/ Committee.
Directorships held in other companies	<ul style="list-style-type: none"> • S Gupta Holding Private Limited • Atlanta Electricals Limited • 20 Microns Limited • SG Mart Limited • Armee Infotech Limited • K.P. Energy Limited • SG Finserve Limited • Shiva Pharmachem Limited • Falcon Marine Exports Limited 	<ul style="list-style-type: none"> • S Gupta Holding Private Limited • SG Finserve Limited

Name of Director	Shri Dukhabandhu Rath	Shri Rakesh Sharma
Membership / Chairmanship of Committee(s) of other Companies:	<ol style="list-style-type: none"> 20 Microns Limited: <ul style="list-style-type: none"> - Member of Audit Committee - Chairperson of Stakeholders Relationship Committee SG Mart Limited: <ul style="list-style-type: none"> - Member of Audit Committee - Chairperson of Stakeholders Relationship Committee SG Finserve Limited: <ul style="list-style-type: none"> - Member of Audit Committee - Chairperson of Stakeholders Relationship Committee Armee Infotech Limited: <ul style="list-style-type: none"> - Member of Audit Committee Shiva Pharmachem Limited: <ul style="list-style-type: none"> - Member of Audit Committee Falcon Marine Exports Limited: <ul style="list-style-type: none"> - Member of Audit Committee 	<ul style="list-style-type: none"> SG Finserve Limited <ul style="list-style-type: none"> - Member of Audit Committee
Relationship with other Directors, Manager and Key Managerial Personnel of the company	None	None
Number of meetings of the Board attended during the year (till the date of this notice)	Not Applicable	Not Applicable
Listed entities from which the person has resigned in the past three years	None	None
Brief Profile & experience	Mentioned in Explanatory Statement Item No. 10	Mentioned in Explanatory Statement Item No. 11

Note: Pursuant to Regulation 26 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, only two Committees viz. Audit Committee and Stakeholders Relationship Committee have been considered.



FOR ATTENTION OF THE MEMBERS

- 1. Dematerialisation of Shares and Liquidity:** SEBI has mandated that securities of listed companies can be transferred/traded only in dematerialized form. Further, SEBI vide its circulars/notifications, mandated that all service requests for issue of duplicate certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, subdivision/splitting/ consolidation of certificate, transmission and transposition be also processed in dematerialised form only. On receipt of any such request the Company/RTA will issue a "Letter of Confirmation", in the prescribed format. In view of the same, Members are advised to get their shares dematerialized. Members can contact the Company's Registrar & Share Transfer Agent (RTA): M/s Abhipra Capital Ltd. Abhipra Complex A-387, Dilkhush Indl Area, G.T. Karnal Road, Azadpur, Delhi-110033 or may write to the Secretarial Department of the Company at SG Centre, Plot No. 37-C, Block-B, Sector-132, Noida, Gautam Buddha Nagar, U.P.-201304, for assistance in this regard. Dematerialisation facility is available both on NSDL and CDSL. Company's ISIN No. is INE702C01027.
- 2. Special window for re-lodgment of transfer request of physical shares:**

Pursuant to, SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025, a special window is being provided from July 7, 2025 to January 6, 2026 to facilitate the re-lodgment of transfer requests of physical shares. This facility is available only for the transfer deeds lodged before April 1, 2019 that were rejected, returned, or left unattended due to documentation or processing issues.

The request may be submitted to the Company's Registrar & Share Transfer Agent (RTA): Abhipra Capital Limited, Abhipra Complex, Dilkhush Industrial Area, G.T. Karnal Road, Azadpur, New Delhi – 110033, Phone: 011-42390725, E-mail: rt@abhipra.com.

Note: Re-lodged transfers will be processed only in demat form. A demat account is mandatory. Investors must provide the Client Master List along with the transfer deed, share certificate, and other relevant documents. No requests will be accepted after January 6, 2026.
- 3. Investor Education and Protection Fund:** Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members who have not claimed their dividend from the financial year 2018-19 and onwards may write to the Secretarial Department of the Company at the address mentioned above. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.
- 4.** SEBI vide its Master Circular SEBI/HO/OIAE/OIAE_IAD3/P/CIR/2023/195 dated December 28, 2023, regarding Online Dispute Resolution (ODR), which is in addition to the existing SCORES platform which can be utilized by the investors and the Company for dispute resolution. Please note that the investors can initiate dispute resolution through the ODR portal only after exhausting the option to resolve dispute with the Company and on the SCORES platform. The said circular is available on the website of the Company at www.aplapollo.com.
- 5.** As mandated by SEBI, with effect from April 1, 2024, dividend to the members holding shares in physical mode shall be paid only through electronic mode. Such payment shall be made only after they have furnished their Permanent Account Number, Contact Details (Postal Address, Mobile Number and E-mail), Bank Account Details, Specimen Signature, etc., for their corresponding physical folios with the Company / Registrar & Share Transfer Agent (RTA).

6. Members are requested to intimate/update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc. Members holding shares in dematerialized form are requested to intimate all changes to their Depository Participant.

For shares held in physical mode by submitting to Registrar & Share Transfer Agent (RTA): M/s Abhipra Capital Ltd. the forms given below along with requisite supporting documents:

Sl. No.	Particulars	Form
1.	Registration of PAN, postal address, e-mail address, mobile number, Bank Account Details or changes / updation thereof	ISR -1
2.	Confirmation of Signature of member by the Banker	ISR-2
3.	Registration of Nomination	SH-13
4.	Cancellation or Variation of Nomination	SH-14
5.	Declaration to opt out of Nomination	ISR-3

Any service request shall be entertained by RTA only upon registration of the PAN and KYC details.

7. 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.