

## **Jatin Gupta & Associates**

Company Secretaries

Office : TR-1, Top Floor, Plot No. 3, Anupam Plaza, LSC,  
Mayur Vihar Phase I, Delhi 110 091 (Above Yes Bank Limited)

Ph- +91-11-2275 6338 ; E-Mail : jatinfcs@gmail.com

### **SCRUTINIZER'S REPORT**

To,  
**The Chairman**  
**35<sup>th</sup> AGM of APL APOLLO TUBES LIMITED**  
**Held on Tuesday the 29<sup>th</sup> day of September, 2020**  
**at 11.00 A.M through Video Conferencing ("VC") /**  
**Other Audio Visual Means ("OAVM")**

Name of the Company	<b>APL APOLLO TUBES LIMITED</b>
Meeting	35 <sup>th</sup> Annual General Meeting
Day, Date, Time	Tuesday, 29 <sup>th</sup> September 2020 at 11:00 A.M.
Venue	through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")

I, CS Jatin Gupta, (FCS : 5651 and CP : 5236), of Jatin Gupta & Associates, Proprietor of Company Secretaries Firm having office at TR-1, Top Floor, Plot No. 3, Anupam Plaza, LSC, Mayur Vihar Phase I, Delhi 110 091 (Above Yes Bank Limited) appointed as Scrutinizer by the Board of Directors of **APL APOLLO TUBES LIMITED**, ("the Company") pursuant to Section 108 of The Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 to scrutinize the Remote E-voting process and the voting at the AGM, on the resolution(s) set out in the 35<sup>th</sup> Annual General Meeting (AGM) of **APL APOLLO TUBES LIMITED** vide Notice dt. 3<sup>rd</sup> September, 2020 for 35<sup>th</sup> AGM of the Company held on Tuesday the 29<sup>th</sup> September, 2020 at 11.00 A.M through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), submit as under:

1. The management of the Company is responsible to ensure compliance with the requirements of the relevant provisions of (i) The Companies Act, 2013 and the Rules made thereunder; (ii) The SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and (iii) The Secretarial Standards – 2 on General Meetings issued by The Institute of Company Secretaries of India, relating to the E-voting facility to the shareholders during the AGM and Remote E-Voting. Our responsibilities as a Scrutinizer is restricted to giving a consolidated report on the Votes Cast by the members for the resolutions contained in the notice dt. 3<sup>rd</sup> September, 2020, through Remote E-Voting and E-Voting facility during the AGM.

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2. The notice dt. 3<sup>rd</sup> September, 2020 calling 35<sup>th</sup> AGM, as confirmed by the Company, was sent to the shareholders :

On September 7, 2020 by e-mail to all the members who had registered their e-mail-ids with the Company/Depositories, pursuant to the MCA Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020 and General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020 and the SEBI Circular no. SEBI/ HO/ CFD/CMD1/CIR/P/2020/79 dated 12th May 2020.

3. The Company had appointed Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the members of the Company to cast their votes electronically.
4. The members of the Company, holding shares in physical or in dematerialized form, as on cut off date i.e., 22<sup>nd</sup> September, 2020 were entitled to cast their votes on the resolutions as set out in item no(s) 1 to 5 of the Notice of 35<sup>th</sup> AGM of the Company by remote e voting or e-voting at the AGM.
5. The facility provided for remote e-voting which commenced on 26<sup>th</sup> September, 2020 at 10.00 A.M. remained open for not less than 3 days and ended on 28<sup>th</sup> September, 2020 at 5.00 P.M. The remote e-voting facility was blocked thereafter.

### **6. Voting at the AGM**

6.1 Keeping in line with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20 (4) (xiii) of The Companies (Management and Administration) Rules, 2014 including amendments therein, as the case may be, for the purpose of ensuring that members who have cast their votes through remote e-voting do not vote

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again at the general meeting, the Scrutinizer had access after closure of period of remote e-Voting and before the start of general meeting, to only such details relating to members who have cast their votes through remote e-voting, such as their names, DP ID and Client ID/folios, number of shares held but not the manner in which they have voted.

6.2 Accordingly, CDSL, the remote e-Voting Agency provided us with the names, DP Id & Client Id/ folios and shareholding of the members who had cast their votes through remote e-voting.

6.3 The Company gave facility of e-voting to the members who attended the meeting and had not cast their votes through remote e-Voting.

7. As per the information given by the Company the names of the shareholders who had voted by remote e-voting through the facility provided by CDSL had been blocked and only those members who were present at the AGM through VC and had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
8. I have verified remote e-voting and e-voting.
9. After the conclusion of e-voting at the Annual General Meeting, the votes cast through Remote E-Voting and e-voting during AGM were unblocked in the presence of one witness: Ms. Kamlesh Gupta who is not in employment of the Company.
10. I have scrutinized and reviewed the voting through electronic means based on the data downloaded from the E-Voting system of Central Depository Services Limited (CDSL).

**JATIN**  
**GUPTA** Digitally signed  
by JATIN GUPTA  
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11. I now submit my Consolidated Report on the Result of the voting through electronic means (by remote e-voting and e-voting) in respect of the resolutions proposed in the notice dated 3<sup>rd</sup> September, 2020 for 35<sup>th</sup> AGM of the Company.

### 12. Results

12.1 The Result with respect to each item on the agenda as set out in the Notice of 35<sup>th</sup> AGM is enclosed herewith.

12.2 Based on the aforesaid results, we report result in consolidated manner as hereunder :

### Consolidated Results

**1. To receive, consider and adopt the Audited Financial Statements of the Company (Consolidated and Standalone) for the financial year ended March 31, 2020 and the Reports of the Board of Directors and the Auditors thereon**

Particulars	Remote E-voting		E-Voting at the AGM through VC/OAVM		Total		Percentage(%)	Invalid Votes, if any
	Number	votes	Number	votes	Number	votes		
Assent	168	14482762	2	9709	170	14492471	99.99	nil
Dissent	2	3	Nil	Nil	2	3	0.01	nil
<b>Total</b>	<b>170</b>	<b>14482765</b>	<b>2</b>	<b>9709</b>	<b>172</b>	<b>14492474</b>	<b>100.00</b>	<b>nil</b>

Based on the aforesaid results, we report that the Ordinary Resolution as contained in **item No. 1** of the Notice of the AGM dated 3<sup>rd</sup> September, 2020 has been passed **as proposed**.

**JATIN**  
**GUPTA**

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### **2.To appoint a Director in place of Shri Romi Sehgal (DIN:03320454), who is liable to retire by rotation and being eligible, offers himself for re-appointment**

Particulars	Remote E-voting		E-Voting at the AGM through VC/OAVM		Total		Percentage (%)	Invalid Votes, if any
	Number	votes	Number	votes	Number	votes		
<b>Assent</b>	109	11768755	1	1500	110	11770255	83.77	nil
<b>Dissent</b>	59	2272221	1	8209	60	2280430	16.23	nil
<b>Total</b>	<b>168</b>	<b>14040976</b>	<b>2</b>	<b>9709</b>	<b>170</b>	<b>14050685</b>	<b>100.00</b>	<b>nil</b>

Based on the aforesaid results, we report that the Ordinary Resolution as contained in **item No. 2** of the Notice of the AGM dated 3<sup>rd</sup> September, 2020 has been passed **as proposed**.

### **3.To re-appoint auditors of the Company and to fix their remuneration 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 and other applicable provisions, if any, of the Companies Act 2013, read with the rules made thereunder as amended from time to time M/s Deloitte Haskins & Sells LLP, Chartered Accountants, Gurugram, (Firm’s Registration No.117366W/W-100018) be and are hereby re-appointed as Statutory Auditors of the Company for a term of five consecutive years, from the conclusion of the 35th AGM till the conclusion of the 40th AGM to be held in the year 2025, on a remuneration as may be recommended by the Audit Committee and mutually agreed between the Board of Directors of the Company and the Auditors.

**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.”

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**GUPTA**  
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Particulars	Remote E-voting		E-Voting at the AGM through VC/OAVM		Total		Percentage (%)	Invalid Votes, if any
	Number	votes	Number	votes	Number	votes		
Assent	159	13440288	2	9709	161	13449997	99.99	nil
Dissent	3	94	Nil	Nil	3	94	0.01	nil
<b>Total</b>	<b>162</b>	<b>13440382</b>	<b>2</b>	<b>9709</b>	<b>164</b>	<b>13450091</b>	<b>100.00</b>	<b>nil</b>

Based on the aforesaid results, we report that the Ordinary Resolution as contained in **item No. 3** of the Notice of the AGM dated 3<sup>rd</sup> September, 2020 has been passed **as proposed**.

### **SPECIAL BUSINESS**

#### **4. Ratification of remuneration payable to Cost Auditors of the Company for financial year 2020-21**

“**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 Rs. 2,50,000/- excluding GST 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. R.J. Goel & Co., Cost Accountants, New Delhi, (ICWAI Registration No. 000026), the Cost Auditors, appointed by the Board of Directors of the Company, to conduct audit of the cost records of the Company for the financial year 2020-21, 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.”

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Particulars	Remote E-voting		E-Voting at the AGM through VC/OAVM		Total		Percentage (%)	Invalid Votes, if any
	Number	votes	Number	votes	Number	votes		
Assent	167	14482671	2	9709	169	14492380	99.99	nil
Dissent	3	94	Nil	Nil	3	94	0.01	nil
<b>Total</b>	<b>170</b>	<b>14482765</b>	<b>2</b>	<b>9709</b>	<b>172</b>	<b>14492474</b>	<b>100.00</b>	<b>nil</b>

Based on the aforesaid results, we report that the Ordinary Resolution as contained in **item No. 4** of the Notice of the AGM dated 3<sup>rd</sup> September, 2020 has been passed **as proposed**.

### **5.Re-appointment of Ms. Neeru Abrol (DIN – 01279485) as Independent Director**

**“RESOLVED THAT** 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 of the Act and Regulation 16 and 17(1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof ), and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing her candidature for the office of Director, Ms Neeru Abrol (DIN:01279485) who holds office of Independent Director upto the date of this Annual General Meeting, be and is hereby reappointed as an Independent Director of the Company not liable to retire by rotation to hold office for another term of five consecutive years.”

**JATIN**  
**GUPTA** Digitally signed  
by JATIN GUPTA  
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Particulars	Remote E-voting		E-Voting at the AGM through VC/OAVM		Total		Percentage (%)	Invalid Votes, if any
	Number	votes	Number	votes	Number	votes		
Assent	157	13428666	1	1500	158	13430166	99.85	nil
Dissent	5	11716	1	8209	6	19925	0.15	nil
<b>Total</b>	<b>162</b>	<b>13440382</b>	<b>2</b>	<b>9709</b>	<b>164</b>	<b>13450091</b>	<b>100.00</b>	<b>nil</b>

Based on the aforesaid results, we report that the Special Resolution as contained in **item No. 5** of the Notice of the AGM dated 3<sup>rd</sup> September, 2020 has been passed **as proposed**.

The relevant records i.e., papers/records relating to electronic voting shall stay in our custody until the Chairman considers, approves and sign the minutes of 35<sup>th</sup> AGM and same shall thereafter be handed over to Mr. Deepak C S, Company Secretary for safe keeping.

Thanking You,

Yours faithfully

**For Jatin Gupta & Associates  
Company Secretaries**

**JATIN  
GUPTA**  
Digitally signed by  
JATIN GUPTA  
Date: 2020.09.29  
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**Jatin Gupta**  
**C. P. No. 5236**  
**M.No. : 5651**

**Date: 29/09/2020**  
**Place: Delhi**  
**UDIN :F005651B000812149**

**For APL APOLLO TUBES LIMITED**

**SANKUNNI  
DEEPAK  
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**Company Secretary**  
**(As authorised by the Chairman)**