



REPORT OF THE COMMITTEE OF INDEPENDENT DIRECTORS OF APL APOLLO TUBES LIMITED RECOMMENDING THE DRAFT SCHEME OF AMALGAMATION BETWEEN APL APOLLO TUBES LIMITED AND SHRI LAKSHMI METAL UDYOG LIMITED AND APOLLO TRICOAT TUBES LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS.

Members Present

Shri Virendra Singh Jain	-	Chairman and Independent Director
Ms. Neeru Abrol	-	Independent Director
Shri Abhilash Lal	-	Independent Director
Shri Anil Kumar Bansal	-	Independent Director

In Attendance

Shri Deepak C S	-	Company Secretary and Compliance Officer
-----------------	---	--

Invitees

Shri Shivam Maheshwari	-	Company Secretary of Shri Lakshmi Metal Udyog Limited, a subsidiary company
------------------------	---	---

1. Background

- 1.1. The Proposal to approve a Draft Scheme of Arrangement between Shri Lakshmi Metal Udyog Limited ('Amalgamating Company 1') and Apollo Tricoat Tubes Limited ('Amalgamating Company 2') with APL Apollo Tubes Ltd ('Amalgamated Company' or 'Company') and their respective shareholders ('the Scheme') was placed before and considered by the Committee of Independent Directors at its meeting held on Saturday, February 27, 2021 at 5.00 PM through video conferencing/OAVM.
- 1.2. The Equity shares of Company are listed on BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE'). The Scheme would be filed along with necessary information/documents with the above-mentioned exchanges.
- 1.3. The Report of the Committee of Independent Directors is made to comply with the requirements of the SEBI Circular No SEBI/HO/CFD/DIL1/CIR/P/2020/215 dated November 3, 2020 read with SEBI Circular CFD/DIL3/2017/21 dated March 10, 2017 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 after considering the following:
 - i. Draft Scheme of Arrangement;
 - ii. Valuation Report issued by Mr. Vikram Jain (Partner, SSPA & Co, Chartered Accountants) dated February 27, 2021 being the registered valuer appointed for the purposes of this Scheme (Registration No. IBBI/RV-E/06/2020/126);

APL Apollo Tubes Limited (CIN-L74899DL1986PLC023443)

Corp. Office : 36, Kaushambi, Near Anand Vihar Terminal, Delhi -NCR -201010, India Tel: +91-120-4041400 Fax : +91-120-4041444

Corp. Office : Tapasya Corp. Heights 4th Floor, Sector-126, Noida, Uttar Pradesh-201303 India

Regd. Office : 37, Hargovind Enclave, Vikas Marg, Delhi - 110092, India Tel: +91-11-22373437 Fax : +91-11-22373537

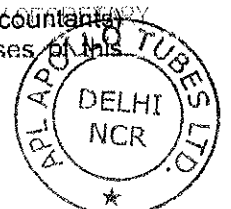
Unit-I : A-19, Industrial Area, Sikandrabad, Distt. Bulandshahar, U.P.-203205, India Unit-II : 332-338, Alur Village, Perandapolli, Hosur, Tamilnadu-635109, India

Unit-III : Plot No. M-1, Additional M.I.D.C. Area, Kudavali, Murbad, Maharashtra, Thane-421401, India Unit-IV : Village Bendri Near Urla Indl. Area Raipur, Chhattisgarh-493661, India

Unit-V : Survey No.443,444,538,539, Wadiyaram(Village), Chegunta (Mandal), Medak (Dist.)-502255, Telangana, India.

E-mail : info@aplapollo.com Website : www.aplapollo.com

For APL APOLLO TUBES LTD.



CERTIFIED TRUE

[Handwritten signature]

- iii. Fairness Opinion Report dated February 27, 2021 issued by Fortress Capital Management Services Private Limited, Category-I SEBI Registered Merchant Banker (Reg No INM000011146) providing fairness opinion on the share entitlement recommended in the valuation report issued by SSPA & Co.; and
- iv. A certificate to the effect that the Scheme is in compliance with applicable Accounting Standards specified by the Central Government in Section 133 of the Companies Act, 2013, would be obtained from the Statutory Auditors of Amalgamated Company i.e. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm's Registration No. 117366W/W-100018) in pursuance of the SEBI Circular.

2. Proposed Scheme

2.1 The Scheme, *inter-alia*, provides the following:

- i. Amalgamation of Shri Lakshmi Metal Udyog Limited and Apollo Tricoat Tubes Limited with APL Apollo Tubes Limited; and
- ii. Various other matters consequential or otherwise integrally connected herewith

2.2 Consideration/ Share Exchange Ratio

Since the Amalgamating Company 1 is the wholly owned subsidiary of the Company, upon the Scheme becoming effective, all the equity shares held by the Company and its nominees in Amalgamating Company 1 shall stand cancelled and extinguished as on Appointed Date. Accordingly, there will be no issue and allotment of equity shares of the Amalgamated Company to the shareholders of the Amalgamating Company 1 upon the Scheme being effective.

Upon the Scheme being effective, and in consideration to Amalgamating Company 1, being shareholder of Amalgamating Company 2, in terms of the Scheme, 1,69,70,000 equity shares held by the Amalgamating Company 1 i.e. approximately 55.82% of the total equity shares of the Amalgamating Company 2, shall stand cancelled and extinguished and in lieu thereof, no allotment of any shares in the Amalgamated Company shall be made against those 55.82% of the total equity shares of the Amalgamating Company 2.

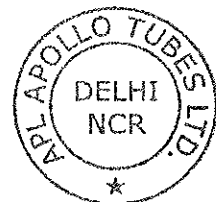
In terms of the Scheme and based on Valuation Report issued by issued by Mr. Vikram Jain (Partner SSPA & Co, Chartered Accountants), Registered Valuer dated February 27, 2021 and the Fairness Opinion issued by Fortress Capital Management Services Private Limited, Category-I SEBI Registered Merchant Banker, following would be the share entitlement ratio for Eligible Members (as defined in the Scheme) of Amalgamating Company 2:

"one fully paid up equity share of face value of ₹2/- (Indian Rupees Two) of Amalgamated Company to be issued and allotted to the Eligible Members of Amalgamating Company 2 against one fully paid up equity share of face value of ₹2/- (Indian Rupees Two) each held in Amalgamating Company 2."

- 2.3 Appointed date for the Scheme is April 1, 2021
- 2.4 The 'Effective Date' for the Scheme means the day on which last of the conditions specified in Clause 5.11 of the Scheme are complied with
- 2.5 The Scheme would be subject to the sanction or approval of the National Company Law Tribunal, SEBI, Stock Exchanges, Shareholders, Creditors and other Appropriate Authorities (as defined in the Scheme).

For APL APOLLO TUBES LTD.

COMPANY SECRETARY



CERTIFIED TRUE COPY

3. Purpose and Rationale of Scheme

The proposed amalgamation of Amalgamating Companies with the Amalgamated Company is in the interest of shareholders and creditors on account of following reasons:

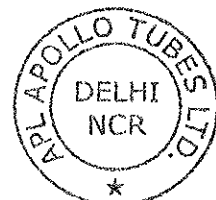
- 3.1 Combined business under 'APL Apollo' brand with wide product offerings and geographical footprint leading to a stronger market presence, to be best suitable for long term growth market
- 3.2 Amalgamation shall result in consolidation of the respective operations served by one platform thereby leveraging the capability of the Amalgamated entity;
- 3.3 The Amalgamating Companies operate businesses that complement each other, the combination to result in stronger consolidated revenue and profitability, with diversification in product portfolio thereby reducing business risks for mutual benefit of the shareholders of the companies;
- 3.4 Ensuring a streamlined group structure by reducing the number of legal entities in the group structure, and thereby eliminating inter-company transactions, administrative duplications and consequently reducing the administrative costs of maintaining separate companies;
- 3.5 Pooling of assets, proprietary information, personnel, financial, managerial and technical resources of the companies, thereby contributing to the future growth of the Amalgamated entity; and
- 3.6 Overall reduction in administrative, managerial and other expenditure and achieving productivity gains and logistical advantages by pooling technologies for optimum utilization of various resources.

4. Synergies

- 4.1. The Companies are engaged in the business of production of ERW steel tubes and GP Coils. The amalgamation will ensure creation of a combined entity under 'APL Apollo' brand, hosting all value-added ERW tubes products under the Amalgamated Company, as the holding entity of the cluster, thereby resulting in on-time supplies, efficiency of management and maximizing value for the shareholders. Further, such restructuring will lead to simplification of group structure by eliminating multiple companies in similar business;
- 4.2. The Companies believe that the financial, managerial and technical resources, personnel, capabilities, skills, expertise and technologies of each of the Companies pooled in the Amalgamated Company, will lead to optimum use of infrastructure, cost reduction and efficiencies, productivity gains and logistic advantages and reduction of administrative and operational costs, thereby significantly contributing to the future growth and maximising shareholder value;
- 4.3. The proposed amalgamation under the Scheme would be in the best interest of the companies and their respective shareholders, employees, creditors, customers and other stakeholders as the proposed amalgamation will yield advantages as set out, inter alia, below:

For APL APOLLO TUBES LTD.

COMPANY SECRETARY

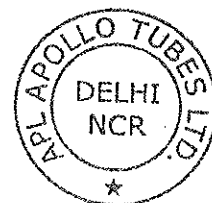


CERTIFIED TRUE COPY

- (i) realising benefits of greater synergies between their businesses, yield beneficial results and pool financial resources as well as managerial, technical, distribution and marketing resources of each other in the interest of maximizing value to their shareholders and the other stakeholders;
- (ii) integrated value chain to enhance degree of vertical integration in the ERW tubes products segment;
- (iii) greater efficiency in cash and debt management and unfettered access to cash flow generated by the combined business, which can be deployed more efficiently, to maximize shareholders value and better debt management;
- (iv) The Amalgamating Companies have strong balance sheet along with a profitable business will
 - a. strengthen the financial of the Amalgamated Company, enabling the combined entity to source external funds for future expansion and business requirements; and
 - b. enhance the combined entity's risk-taking capability to bid for large value project contracts;
- (v) pooling of resources, creating better synergies, optimal utilisation of resources, centralization of inventory and greater economies of scale, such as:
 - a. The strong presence of Amalgamating Companies in the ERW tubes segment will further augment the value-added product portfolio basket of the ERW tubes segment undertaken by the Amalgamated Company;
 - b. Common production process till the hot metal stage will lead to opportunities for better operational efficiencies;
 - c. Combined sourcing of raw materials and other procurements with centralized inventory management will lead to better economies of scale, increased synergies and operational efficiencies;
 - d. sharing of best practices and cross-functional learnings;
 - e. leverage of resources for aggressive growth in its product segment;
 - f. augmenting the infrastructural capability of the Amalgamated Company to effectively meet future challenges;
 - g. Utilize pan India distribution and marketing network of the combined entity to sell its value-added products;
 - h. Clubbing of shipments and combining of stockyards will facilitate optimization of logistics movements and freight costs.
- (vi) The customers' need would be addressed
 - a. By providing them uniform products and service experience;
 - b. owing to dedicated stock yards and supply chain efficiencies across multiple locations, in India;
- (vii) simplification of management structure, elimination of duplication and multiplicity of compliance requirements, rationalization of administrative expenses; better administration and cost reduction (including reduction in administrative and other common costs);
- (viii) further expanding the business of Amalgamated Company into growing markets;
- (ix) adoption of improved safety, environment and sustainability practices owing to a centralized committee at combined level to provide focused approach towards safety, environment and sustainability practices resulting in overall improvement; and
- (x) create value for the stakeholders including the respective shareholders, customers, lenders and employees.
- (xi) The merger will pave way for creation of a stronger platform for growth, ability to provide more innovative products, increased cross sell opportunities and greater financial flexibility for sustained growth

For APL APOLLO TUBES LTD.

COMPANY SECRETARY



- (xii) With a stronger asset base, the merger could provide potential re-rating of the credit worthiness of the Company that would benefit all the shareholders

5. Impact of the Scheme on the shareholders of the Company on Amalgamation of Amalgamating Company 1

- 5.1 Amalgamating Company 1 is the wholly owned subsidiary of Amalgamated Company.
- 5.2 It is proposed to amalgamate Amalgamating Company 1 into the Company which shall not impact the shareholding. The Promoters would continue to hold the same number of shares in the Company, pre and post the amalgamation
- 5.3 There would also be not be any significant change in the financial position of the Company. All costs, charges, taxes including duties, levies and all other expenses, if any (save as expressly otherwise agreed) arising out of or incurred in carrying out and implementing the said amalgamation and matters incidental thereto shall be borne by Company and the same would be eligible to be claimed as a tax deduction as per the provisions of section 35DD of the Income-tax Act, 1961.
- 5.4 The Scheme will result in economies of scale and consolidation of opportunities offered which will contribute to make the Amalgamated Company, pursuant to the sanctioning of the Scheme, more profitable, thereby further enhancing the overall shareholder value.
- 5.5 Further, neither the Valuation Report nor Fairness Opinion has attributed a value to Amalgamated Company owing to its status as a wholly owned subsidiary.
- 5.6 Therefore, the said Scheme is not detrimental to the shareholders of the Company.

6. Impact of the Scheme on the shareholders of the Company on Amalgamation of Amalgamating Company 2

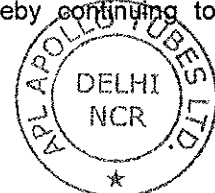
- 6.1 Amalgamating Company 2 is a step-down subsidiary of the Amalgamated Company (i.e. Amalgamated Company owns Amalgamating Company 1 which in turn holds 55.82% in Amalgamating Company 2
- 6.2 It is proposed to amalgamate Amalgamating Company 2 into the Company shall dilute the Promoter and public shareholding marginally.
- 6.3 The scheme has been drafted keeping in mind the provisions of section 2(1B) of Income-tax Act, 1961 and therefore there it may not have any tax implications.
- 6.4 The financial capability shall be strengthened on amalgamation of Amalgamating Company 2 with Amalgamated Company. All costs, charges, taxes including duties, levies and all other expenses, if any (save as expressly otherwise agreed) arising out of or incurred in carrying out and implementing the said amalgamation and matters incidental thereto shall be borne by Company and the same would be eligible to be claimed as a tax deduction as per the provisions of section 35DD of the Income-tax Act, 1961.
- 6.5 Further, the Fairness Opinion confirmed that the share entitlement in the valuation report is fair to the Company and Amalgamated Company 2 and their respective shareholders.
- 6.6 Therefore, the said Scheme is not detrimental to the shareholders of the Company.

7. Cost benefit analysis of the Scheme

Keeping in view of synergies and the cost benefits expected (refer clause 3 and 4 above) the Committee of Independent Directors is of the view that post amalgamation, the Company would be able to achieve synergies of business, cost reduction, increase efficiencies, productivity gains and logistical advantages, thereby continuing to future growth and enhancement of shareholder value.

For APL APOLLO TUBES LTD.

COMPANY SECRETARY



8. **Recommendations of the Committee of Independent Directors**


The Committee of Independent Directors after due deliberations and due consideration of all the terms of the draft Scheme, Valuation report, Fairness Opinion Report and the specific points mentioned above, recommends the Draft Scheme for favorable consideration by the Board of Directors of the Company, the BSE Limited, the NSE Limited, the Securities and Exchange Board of India and other statutory or regulatory authorities.

CERTIFIED TRUE COPY

By the order of the Committee of Independent Directors
For and on behalf of APL Apollo Tubes Limited



For APL APOLLO TUBES LTD.



COMPANY SECRETARY

Chairman of the Committee of Independent Directors

DIN: 00253196

Date: 27 February 2021



REPORT OF THE COMMITTEE OF INDEPENDENT DIRECTORS OF APOLLO TRICOAT TUBES LIMITED RECOMMENDING THE DRAFT SCHEME OF AMALGAMATION BETWEEN APL APOLLO TUBES LIMITED AND SHRI LAKSHMI METAL UDYOG LIMITED AND APOLLO TRICOAT TUBES LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS.

Members Present

- Shri Anil Kumar Bansal - Chairman and Independent Director
 Ms. Neeru Abrol - Independent Director
 Shri Bharat Bhushan Sahny - Independent Director

In Attendance

- Mrs. Surbhi Arora - Company Secretary and Compliance Officer
 Shri Nandlal Bansal - Chief Financial Officer

Invitees

- Shri Deepak C S - Company Secretary of APL Apollo Tubes Limited, Ultimate Holding Company
 Shri Shivam Maheshwari - Company Secretary of Shri Lakshmi Metal Udyog Limited, Holding Company

1. Background

- 1.1. The Proposal to approve a Draft Scheme of Arrangement between Shri Lakshmi Metal Udyog Ltd ('Amalgamating Company 1') and Apollo Tricoat Tubes Ltd ('Amalgamating Company 2' or 'Company') with APL Apollo Tubes Ltd ('Amalgamated Company') and their respective shareholders ('the Scheme') was placed before and considered by the Committee of Independent Directors at its meeting held on Saturday, 27 February 2021 at 3:55 PM through video conferencing/OAVM.
- 1.2. The Equity shares of Company are listed on BSE Limited ('BSE'). The Scheme would be filed along with necessary information/documents with the above-mentioned exchange.
- 1.3. The Report of the Committee of Independent Directors is made to comply with the requirements of the SEBI Circular No SEBI/HO/CFD/DIL1/CIR/P/2020/215 dated 3 November 2020 read with SEBI Circular CFD/DIL3/2017/21 dated 10 March 2017 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 after considering following:

Apollo TriCoat Tubes Limited (Formerly Known as Best Steel Logistics Ltd.)

CIN: L74900DL1983PLC014972

Corp. Office: 36, Kaushambi, Near Anand Vihar Terminal, Delhi - NCR 201010, India Tel: +91-120-4041400 Fax: +91-120-4041444

Regd. Office: 37, Hargobind Enclave, Vikas Marg, Delhi - 110092, India Tel: +91-11-22373437 Fax: +91-11-22373537

Unit-I: Plot No. 53, Part-I, 4th Phase, Industrial Area, Sy. No. 28-33, Kurandahalli Village, Kasaba Hobli, Malur, Taluk, Distt. Kolar - 563101 Karnataka, India

Unit-II: Village Bisholi, Khasra No. 527 To 530 & 569, Dujana Road, Tehsil Dadri, Gautam Budh Nagar, Uttar Pradesh - 203207, India

E-mail: info@apollotricoat.com | Website: www.apollotricoat.com



CERTIFIED TRUE COPY

FOR APL APOLLO TUBES LTD.

COMPANY SECRETARY

- i. Draft Scheme of Arrangement;
- ii. Valuation Report issued by Mr. Vikram Jain (Partner SSPA & Co, Chartered Accountants) dated 27 February 2021 being registered valuer appointed for the purposes of this Scheme (Registration No. IBBI/RV-E/06/2020/126);
- iii. Fairness Opinion Report dated February 27, 2021 issued by Fortress Capital Management Services Private Limited, Category-I SEBI Registered Merchant Banker (Reg No INM000011146) providing fairness opinion on the share entitlement recommended in the valuation report issued by SSPA & Co.; and
- iv. That a certificate to the effect that the Scheme is in compliance with applicable Accounting Standards specified by the Central Government in Section 133 of the Companies Act, 2013, would be obtained from the Statutory Auditors of Amalgamated Company i.e. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm's Registration No. 117366W/W-100018) in pursuance of the SEBI Circular.

2. Proposed Scheme

2.1 The Scheme, *inter-alia*, provides the following:

- i. Amalgamation of Shri Lakshmi Metal Udyog Ltd and Apollo Tricoat Tubes Ltd with APL Apollo Tubes Ltd; and
- ii. Various other matters consequential or otherwise integrally connected herewith

2.2 Consideration/ Share Exchange Ratio

Upon the Scheme being effective, and in consideration to Amalgamating Company 1, being shareholder of Amalgamating Company 2, in terms of the Scheme, 1,69,70,000 equity shares held by the Amalgamating Company 1 i.e. approximately 55.82% of the total equity shares of the Amalgamating Company 2, shall stand cancelled and extinguished and in lieu thereof, no allotment of any shares in the Amalgamated Company shall be made against those 55.82% of the total equity shares of the Amalgamating Company 2.

In terms of the Scheme and based on Valuation Report issued by issued by Mr. Vikram Jain (Partner SSPA & Co, Chartered Accountants), Registered Valuer dated February 27, 2021 and the Fairness Opinion issued by Fortress Capital Management Services Private Limited, Category-I SEBI Registered Merchant Banker, following would be the share entitlement ratio for Eligible Members (as defined in the Scheme) of Amalgamating Company 2:

“one fully paid up equity shares of face value of INR 2/- (Indian Rupees Two) of Amalgamated Company to be issued and allotted to the Eligible Members of Amalgamating Company 2 against one fully paid up equity share of face value of INR 2/- (Indian Rupees Two) each held in Amalgamating Company 2.”

2.3 Appointed date for the Scheme is April 1, 2021

2.4 The 'Effective Date' for the Scheme means the day on which last of the conditions specified in Clause 5.11 of the Scheme are complied with.

CERTIFIED TRUE COPY

COMPANY SECRETARY



For APL APOLLO TUBES LTD.

- 2.5 The Scheme would be subject to the sanction or approval of the National Company Law Tribunal, SEBI, Stock Exchanges, Shareholders and other Appropriate Authorities (as defined in the Scheme).

3. Purpose and Rationale of Scheme

The proposed amalgamation of Amalgamating Companies with the Amalgamated Company is in the interest of shareholders and creditors on account of following reasons:

- 3.1 Combined business under 'APL Apollo' brand with wide product offerings and geographical footprint leading to a stronger market presence, to be best suitable for long term growth market
- 3.2 Amalgamation shall result in consolidation of the respective operations served by one platform thereby leveraging the capability of the Amalgamated entity;
- 3.3 The Amalgamating Companies operate businesses that complement each other, the combination to result in stronger consolidated revenue and profitability, with diversification in product portfolio thereby reducing business risks for mutual benefit of the shareholders of the companies;
- 3.4 Ensuring a streamlined group structure by reducing the number of legal entities in the group structure, and thereby eliminating inter-company transactions, administrative duplications and consequently reducing the administrative costs of maintaining separate companies;
- 3.5 Pooling of assets, proprietary information, personnel, financial, managerial and technical resources of the companies, thereby contributing to the future growth of the Amalgamated entity; and
- 3.6 Overall reduction in administrative, managerial and other expenditure and achieving productivity gains and logistical advantages by pooling technologies for optimum utilization of various resources.

4. Synergies

- 4.1 The Companies are engaged in the business of production of ERW steel tubes and GP Coils. The amalgamation will ensure creation of a combined entity under 'APL Apollo' brand, hosting all value-added ERW tubes products under the Amalgamated Company, as the holding entity of the cluster, thereby resulting in on-time supplies, efficiency of management and maximizing value for the shareholders. Further, such restructuring will lead to simplification of group structure by eliminating multiple companies in similar business.
- 4.2. The Companies believe that the financial, managerial and technical resources, personnel, capabilities, skills, expertise and technologies of each of the Companies pooled in the Amalgamated Company, will lead to optimum use of infrastructure, cost reduction and efficiencies, productivity gains and logistic advantages and reduction of administrative and operational costs, thereby significantly contributing to the future growth and maximising shareholder value;
- 4.3. The proposed amalgamation under the Scheme would be in the best interest of the Companies and their respective shareholders, employees, creditors, customers and other stakeholders as the proposed amalgamation will yield advantages as set out, inter alia, below:

For APL APOLLO TUBES LTD.

COMPANY SECRETARY



CERTIFIED TRUE COPY

- i. realising benefits of greater synergies between their businesses, yield beneficial results and pool financial resources as well as managerial, technical, distribution and marketing resources of each other in the interest of maximizing value to their shareholders and the other stakeholders;
- ii. integrated value chain to enhance degree of vertical integration in the ERW tubes products segment;
- iii. greater efficiency in cash and debt management and unfettered access to cash flow generated by the combined business, which can be deployed more efficiently, to maximize shareholders value and better debt management;
- iv. The Amalgamating Companies have strong balance sheet along with a profitable business will:
 - a. strengthen the financial of the Amalgamated Company, enabling the combined entity to source external funds for future expansion and business requirements; and
 - b. enhance the combined entity's risk-taking capability to bid for large value project contracts;
- v. pooling of resources, creating better synergies, optimal utilisation of resources, centralization of inventory and greater economies of scale, such as:
 - a. The strong presence of Amalgamating Companies in the ERW tubes segment will further augment the value-added product portfolio basket of the ERW tubes segment undertaken by the Amalgamated Company;
 - b. Common production process till the hot metal stage will lead to opportunities for better operational efficiencies;
 - c. Combined sourcing of raw materials and other procurements with centralized inventory management will lead to better economies of scale, increased synergies and operational efficiencies;
 - d. sharing of best practices and cross-functional learnings;
 - e. leverage of resources for aggressive growth in its product segment;
 - f. augmenting the infrastructural capability of the Amalgamated Company to effectively meet future challenges;
 - g. Utilize pan India distribution and marketing network of the combined entity to sell its value-added products;
 - h. Clubbing of shipments and combining of stockyards will facilitate optimization of logistics movements and freight costs.
- vi. The customers' need would be addressed
 - a. By providing them uniform products and service experience;
 - b. owing to dedicated stock yards and supply chain efficiencies across multiple locations, in India;
- vii. simplification of management structure, elimination of duplication and multiplicity of compliance requirements, rationalization of administrative expenses; better administration and cost reduction (including reduction in administrative and other common costs);
- viii. further expanding the business of Amalgamated Company into growing markets;
- ix. adoption of improved safety, environment and sustainability practices owing to a centralized committee at combined level to provide focused approach towards safety, environment and sustainability practices resulting in overall improvement; and
- x. create value for the stakeholders including the respective shareholders, customers, lenders and employees.

5. Impact of the Scheme on the shareholders of the Company on Amalgamation with Amalgamated Company

5.1 Company is a step-down subsidiary of the Amalgamated Company (i.e. Amalgamated Company owns Amalgamating Company 1 which in turn holds 55.82% in Company)

For APL APOLLO TUBES LTD.

COMPANY SECRETARY



CERTIFIED TRUE COPY

- 5.2 It is proposed to amalgamate Amalgamating Company 2 into the Amalgamated Company which shall result in cancellation of investment by Amalgamating Company 1 in the Company and issuance of equity shares to public shareholding as per the swap proposed.
- 5.3 The scheme has been drafted keeping in mind the provisions of section 2(1B) of Income-tax Act, 1961 and therefore there it may not have any tax implications.
- 5.4 The financial capability shall be strengthened on amalgamation of Amalgamating Company 2 with Amalgamated Company. All costs, charges, taxes including duties, levies and all other expenses, if any (save as expressly otherwise agreed) arising out of or incurred in carrying out and implementing the said amalgamation and matters incidental thereto shall be borne by Amalgamated Company and the same would be eligible to be claimed as a tax deduction as per the provisions of section 35DD of the Income-tax Act, 1961.
- 5.5 Further, the Fairness Opinion confirmed that the share entitlement in the valuation report is fair to the Company and Amalgamated Company 2 and their respective shareholders.
- 5.6 Therefore, the said Scheme is not detrimental to the shareholders of the Company.

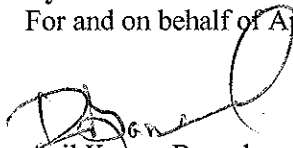
6. Cost benefit analysis of the Scheme

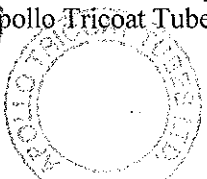
Keeping in view of synergies and the cost benefits expected (refer clause 3 above) the Committee of Independent Directors is of the view that post amalgamation, the Company would be able to achieve synergies of business, cost reduction, increase efficiencies, productivity gains and logistical advantages, thereby continuing to future growth and enhancement of shareholder value.

7. Recommendations of the Committee of Independent Directors

The Committee of Independent Directors after due deliberations and due consideration of all the terms of the draft Scheme, Valuation report, Fairness Opinion Report and the specific points mentioned above, recommends the Draft Scheme for favorable consideration by the Board of Directors of the Company, the BSE Limited, the Securities and Exchange Board of India and other statutory or regulatory authorities.

By the order of the Committee of Independent Directors
For and on behalf of Apollo Tricoat Tubes Limited


Anil Kumar Bansal
Chairman of the Committee of Independent Directors
DIN: 06752578



Date: 27 February 2021

CERTIFIED TRUE COPY

For APL APOLLO TUBES LTD.

COMPANY SECRETARY