



APL APOLLO TUBES LIMITED

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

Corporate Identity Number: L74899DL1986PLC023443

Tel.: 91-11-22373437. Fax: 91-11-22373537.

Website: www.aplapollo.com • email: investors@aplapollo.com

POSTAL BALLOT NOTICE

(Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of Companies (Management & Administration) Rules, 2014)

REMOTE E-VOTING STARTS ON	REMOTE E-VOTING ENDS ON
Wednesday, November 4, 2020	Thursday, December 3, 2020

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment(s) thereof and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, ("Listing Regulations") including any statutory modification or re-enactment thereof for the time being in force), Secretarial Standard-II on General Meetings ("SS-II") issued by Institute of Company Secretaries of India and pursuant to other applicable laws and regulations, that the resolutions appended below are proposed to be passed by the members of the Company via postal ballot by way of remote electronic voting (e-voting).

In view of the unprecedented situation caused by the outbreak of COVID-19 pandemic, Ministry of Corporate Affairs, ("MCA") vide its General Circular No.14/2020 dated April 8, 2020 read with General Circular Nos.17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020 and 33/2020 dated September 28, 2020 (the "MCA Circulars"), has advised the Companies to take all decisions requiring Members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal ballot / e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a General Meeting that requires physical presence of Members at a common venue.

In compliance with the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the members and notice of the Postal Ballot is being sent only through electronic mode to those members whose names appear in the Register of Members/List of Beneficial Owners as received from Registrar and Share Transfer Agent, National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on October 30, 2020, (Cut-off date) and who have registered their e-mail addresses, in respect of electronic holdings, with the Depositories through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent (RTA) i.e., Abhipra Capital Limited. Members are required to communicate their assent or dissent through the remote e-voting system only.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company has extended the facility of remote e-voting for its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company [www.aplapollo.com].

The Board of Directors of the Company (the “Board”) has appointed Shri Jatin Gupta, Practising Company Secretary (Membership No.: FCS 5651: COP No.: 5236), Practising Company Secretaries, as the Scrutinizer for scrutinizing the e-voting process in a fair and transparent manner.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting. Any assent or dissent received after 5.00 p.m. (IST) on Thursday, December 3, 2020 shall be treated as if no vote was cast by the Member.

The Company has engaged the services of Central Depository Services (India) Limited (‘CDSL’) for the purpose of providing remote e-voting facility to all its Members. The explanatory statement pertaining to the said resolution, pursuant to Section 102(1) of the Act setting out all material facts is appended herewith for your consideration.

Upon completion of the scrutiny of e-voting, the Scrutinizer will submit his report to the Chairman. The result of the Postal Ballot (including voting through electronic means) would be announced by the Chairman of the Company or any person duly authorized by him by Saturday, December 5, 2020 on or before 5.00 P.M, at the Registered Office of the Company.

The said result would be intimated to Stock Exchange(s) i.e. BSE Limited (‘BSE’) and National Stock Exchange of India Limited (NSE), where the Shares of the Company are listed and displayed on the Company’s website: <https://www.aplapollo.com> and of CDSL: www.evotingindia.com

SPECIAL BUSINESSES:

ITEM NO. 1 – SUBDIVISION OF EQUITY SHARES FROM THE FACE VALUE OF ₹10 TO FACE VALUE OF ₹2 PER SHARE

To consider and, if thought fit, to pass the following Resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 61 (1) (d), 64 and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions as may be necessary from the regulatory or statutory authorities, approval of the members of the Company be and is hereby granted for the sub-division of each of the fully paid-up Equity Shares of the Company having a face value of ₹10 each into 5 (Five) Equity Shares having face value of ₹2 each fully paid up(“Sub-division”).

RESOLVED FURTHER THAT pursuant to the sub-division of the equity shares of the Company, all the issued, subscribed and paid up equity shares of face value of ₹10 (Rupees ten only) each fully paid up of the Company existing on the record date to be fixed by the Company, shall stand sub-divided into equity shares of face value of ₹2 (Rupees two only) each fully paid up, without altering the aggregate amount of

such capital and shall rank “*pari passu*” in all respects with the existing fully paid equity share of ₹10 (Rupees ten only) each of the company and shall be entitled to participate in full dividend to be declared after sub-divided Equity shares are allotted.

RESOLVED FURTHER THAT upon the sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of ₹10 each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the “Record Date” and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and dispatch the new Share Certificate(s) of the Company, *in lieu* of such existing issued Share Certificate(s) subject to provisions of Companies (Share Capital and Debentures) Rules, 2014 and in the case of the Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, *in lieu* of the existing credits representing the Equity Shares of the Company before sub-division.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to make appropriate adjustments due to sub-division of shares as aforesaid for the outstanding options / SAR Units under “APL Apollo Employee Stock Option Scheme-2015” and “APL Apollo Tubes Limited Stock Appreciation Rights Scheme – 2019” respectively of the company, pursuant to the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and any amendments thereto from time to time, such that the exercise price / SAR Price for all outstanding options / SAR Units as on the ‘record date’ (as determined by the Board) (granted and ungranted options / SAR Units), shall be proportionately adjusted in a manner such that total value of Options / SAR Units remains same before and after adjustment

RESOLVED FURTHER THAT the Board of Directors of the Company (“the Board”) (which expression shall also include a duly authorised Committee thereof) be and is hereby authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution and to delegate all or any of the powers herein vested in the Board to any Director(s), Officer(s) of the Company as may be required to give effect to this above resolution”.

ITEM NO. 2 – ALTERATION OF ‘CAPITAL CLAUSE’ OF MEMORANDUM OF ASSOCIATION OF HE COMPANY

To consider and, if thought fit, to pass the following Resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 13 read with 61 and all other applicable provisions of the Companies Act, 2013 and all other applicable provisions, if any, and subject to the approvals, consents, permission and sanctioned as may be necessary from the appropriate authorities, the existing Clause V of the Memorandum of Association of the Company be and are hereby substituted as follows:

“The Authorised Share Capital of the Company is ₹45,00,00,000/- (Rupees Forty Five Crores only) divided into 22,50,00,000 (Twenty Two Crore and Fifty Lakh only) Equity Shares of ₹2/- (Rupees Two Only) each”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors or any committee of the board thereof be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do all such acts, deeds, matters, and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

NOTES FOR MEMBER’S ATTENTION:

1. A Statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out the material facts and reasons for the proposed resolutions at Item No. 1 and 2 set out above is annexed hereto and forms part of this Postal Ballot Notice (“**Notice**”).
2. This Postal Ballot in being conducted in compliance with applicable provisions of the Companies Act, 2013 and rules made thereunder read with Circulars issued by the Ministry of Corporate Affairs.
3. On account of the threat posed by COVID-19 and in accordance with the exemption granted by MCA, the Company is sending this Notice in electronic form only and expresses its inability to dispatch the physical copy of Notice along with Postal Ballot Form and pre-paid business envelope to the Members. Accordingly, the communication of the assent or dissent of the Members would take place through the process of remote e-voting only.
4. Since, this notice is to be sent to the Members through e-mail only, the Members who have not registered their e-mail addresses with either the Company or the Depositories / Depository Participants are requested to register the same with the Company or the Depositories / Depository Participants, in accordance with the process specified in Note No. 11 below. It is however, clarified that all Members of the Company as on the Cut-off date, including those Members who may not have received this Notice due to non- registration of their e-mail IDs with the Company/ RTA/ Depositories, shall be entitled to vote in relation to the resolution specified in this Notice in accordance with the process specified hereinafter. Further, a person who is not a member of the Company as on the Cut-off date should treat this Notice for information purpose only.
5. Shareholders Members may note that the this Notice will also be available on the Company’s website at www.aplapollo.com, website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com and on the website of the e-voting agency- Central Depository Services (India) Limited (‘CDSL’) at www.evotingindia.com.

General Instructions:

6. The voting rights of the members shall be in the proportion to their share of the paid-up equity share capital as on above referred cut- off date.
7. The resolutions, if approved, by the requisite majority shall be deemed to have been passed on the last date of e-voting i.e., December 3, 2020.
8. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts are open for electronic inspection from the date of circulation of this Notice upto the last date

specified for the e-voting i.e., December 3, 2020. Members seeking to inspect can send an e-mail to Investor Service Cell of the Company at investors@aplapollo.com or visit the website of the Company: www.aplapollo.com.

9. The Scrutinizer's decision on the validity of e-voting shall be final.
10. E-voting will commence from Wednesday, November 4, 2020 (10.00 A.M. IST) to Thursday, December 3, 2020 (5.00 P.M. IST). The e-voting shall not be allowed beyond the said date and time and the e-voting module shall be disabled thereafter.
11. Members who are holding shares of the Company as on October 30, 2020 (Cut-off date) and who have not registered their e-mail addresses with the Company/RTA/Depositories, are requested to kindly register their e-mail IDs by following the below procedure, in order to get the notice of Postal Ballot by electronic means and vote there at. Kindly send the attached request letter on or before November 25, 2020, as per the following:

Physical Holding	Please send a duly signed request letter (which is annexed with this Notice) by the member(s), to the Registrar and Share Transfer Agent of the Company, M/s Abhipra Capital Limited, at rta@abhipra.com OR at investors@aplapollo.com , providing Folio No, Name of the member and self- attested copy of PAN & AADHAR card, for registering the e-mail address.
Demat Holding	Please contact your Depository Participant (DP) and register your email address, in your demat account, as per the process advised by your DP.

12. Institutional/Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorising its representatives to vote, pursuant to Section 113 of the Act, to Investor Service Cell of the Company at investors@aplapollo.com.
13. In case you have any queries/issues/grievances connected with e-voting for Postal Ballot, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or at investors@aplapollo.com and may write to the RTA or the Company.
14. The instructions for Members for casting their votes through remote e-voting are as under:

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

**Place: Delhi
Date: 31.10.2010**

**Sd/-
Deepak C S
Company Secretary
(M. No. FCS-5060)**

ANNEXURE TO THE NOTICE

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

Item No. 1 and 2

The equity shares of the company are listed on both the BSE Limited and the National Stock Exchange of India Limited are actively traded.

With a view to enhance liquidity in the market and to facilitate larger shareholder base by making the shares of the Company more affordable to investors, especially retail investors, the Board of Directors at its Meeting held on October 28, 2020 considered and approved the subdivision of 1 Equity Share of face value ₹10 each fully paid up into 5 Equity Shares of ₹2 each fully paid up subject to approval of the members and other statutory and regulatory approval as applicable.

The aforesaid Sub-division of 1 equity shares of ₹10 each fully paid up into 5 equity shares of ₹2 each fully paid up requires amendment to the existing Clause V 'Capital Clause' of the Memorandum of Association of the Company.

Accordingly Clause V of the Memorandum of Association is proposed to be amended as set out in Item No. 2 in the accompanying notice. In terms of the provisions of Section 13 and 61 of Companies Act, 2013, such amendment in the memorandum of Association requires approval of members by means of Ordinary Resolution.

The sub-division of par value of shares, *inter alia*, require appropriate adjustments with respect to all options and SAR Units outstanding on a Record Date to be determined by the Board of Directors of the Company after the approval of resolutions set out at item nos. 1 and 2 of this notice. Further, both granted and ungranted options and SAR Units under the currently active APL Apollo Employee Stock Option Scheme-2015 and APL Apollo Tubes Limited Stock Appreciation Rights Scheme – 2019 respectively shall also be proportionately adjusted.

None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel is in any way concerned or interested, financially or otherwise, in these resolutions.

The Board of Directors of the Company recommends the Resolution to be passed as Ordinary Resolutions as set out at Item Nos. 1 and 2 for approval of the members.

A copy of the Memorandum of Association of the Company along with the proposed amendments shall be open for electronic inspection on the website of the Company on all working days up to the date of declaration of the results of the Postal Ballot.

Place: Delhi
Date: 31.10.2010

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

Sd/-
Deepak C S
Company Secretary
(M. No. FCS-5060)

Abhipra Capital Limited
GF- Abhipra Complex, Dilkhush Industrial Area
A-387, G.T. Karnal Road Azadpur,
Delhi-110033

Updation of Shareholders Information as mandated by SEBI

I/We request you to record the following information against my/our Folio No.:

Folio No.	
First Holder Name	
Second Holder Name	
Third Holder Name	
PAN Enclose self attested copy all holders/joint holders	
E-mail Id	
Mobile No.	
Bank details of First Holder	
Bank Name	
Bank Branch Address	
Account Number (as appearing in cheque)#	
Bank A/c Type (Savings/Current/NRE/NRO)	
IFSC (11 digit)	
Folio No.	
First Holder Name	
Second Holder Name	

a blank cancelled cheque (Cheque with the name of the first holder) is enclosed to enable verification of bank details.

Checklist of Shareholder:

Particulars	Mark (✓) if enclosed
➤ Self attested copy of PAN card all holders/joint holders	
➤ Cancelled Cheque with name of the first holder (if name is not printed, bank attested copy of the first page of pass book showing name of account holder)	
➤ Address proof of the first holder (self-attested copy of Aadhar-card/Electricity bill/Telephone bill/Passport)	

(Note: all enclosures are mandatory) I/We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I/We would not hold the Company/RTA responsible. I/We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I/We understand that the above details shall be maintained till I/We hold the securities under the above mentioned Folio No. Further, as Green Initiative, I / We hereby agree to receive all future correspondence / documents of the Company in electronic mode at the E-mail Id mentioned above.

Signatures

First Holder

Second Holder

Third Holder

Date:

Place: