



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)

Dear Member(s),

Notice is hereby given that the resolutions set out below are proposed to be passed by the Members of APL Apollo Tubes Limited (“the Company”) by means of Postal Ballot through remote e-voting only pursuant to the provisions of Sections 108 and 110 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs, *inter-alia*, for conducting postal ballot through e-voting vide General Circulars Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020 and 10/2021 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020 and June 23, 2021 respectively (“MCA Circulars”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), Secretarial Standard - 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any. The explanatory statement pursuant to Section 102(1) of the Act setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is attached.

In view of the current circumstances prevailing due to COVID-19 pandemic and in furtherance to the MCA Circulars and pursuant to Section 110 of the Act and the Rules made thereunder, the Company will send Postal Ballot Notice only by email to all its shareholders who have registered their email addresses with the Company/ Registrar and Share Transfer Agent (“RTA”) or Depository/ Depository Participants and the communication of assent/ dissent of the Members will only take place through the remote e-voting system. This Postal Ballot process is accordingly being initiated in compliance with the abovementioned MCA Circulars.

In compliance with the requirements of the MCA Circulars, physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors of the Company has appointed Shri Jatin Gupta, Practising Company Secretary (Membership No.: FCS 5651: COP No.: 5236), as Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner who had communicated his willingness to be appointed for the said purpose.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI LODR Regulations and the MCA Circulars, the Company has provided remote electronic voting (“remote e-

voting”) facility only for this postal ballot process. The Company has engaged the services of Central Depository Services (India) Limited (‘CDSL’) to provide remote e-voting facility to the Members of the Company. Please refer the instructions for remote e-voting given after the proposed resolution for the process and manner in which remote e-voting is to be carried out.

Remote e-voting period shall commence on Wednesday, August 11, 2021 (10:00 A.M. IST) and end on Thursday, September 9, 2021 (5.00 P.M. IST) (both days inclusive). Members are requested to carefully read the instructions while expressing their assent or dissent and cast vote via remote e-voting.

SPECIAL BUSINESSES:

ITEM NO 1 – TO INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND AMEND THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION

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

“RESOLVED THAT pursuant to the provisions of Article 56 of Articles of Association of the Company, Section 61 and other applicable provisions of the Companies Act, 2013 (including any re-enactment(s) and modification(s) made there under, if any, for the time being in force) and other provisions of Memorandum and Articles of Association of the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities, and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors of the Company, consent of the Members be and is hereby accorded to increase the authorized share capital of the Company from existing ₹45,00,00,000/- (Rupees Forty Five crores only) divided into 22,50,00,000 (Twenty Two Crores Fifty Lakhs Only) equity shares of ₹2/- each to ₹75,00,00,000/- (Rupees Seventy Five Crores Only) divided into 37,50,00,000 (Thirty Seven Crores and Fifty Lakhs Only) equity shares of ₹2/- each and consequently, existing clause V of the Memorandum of Association of the Company be and is hereby substituted by the following:

“V. The Authorised Share Capital of the Company is ₹ 75,00,00,000/- (Rupees Seventy Five Crores only) divided into 37,50,00,000 (Thirty Seven Crores and Fifty Lakhs Only) equity shares of ₹2/- (Rupees Two Only) each .

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.”

ITEM NO. 2 – ISSUE OF BONUS SHARES

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

“RESOLVED THAT in accordance with the provisions of Article 92 of Articles of Association of the Company, Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India (“RBI”) from time to time and subject to such approvals, consents, permissions, conditions and

sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company ('the Board', which term shall include any Committee authorized by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalization of a sum not exceeding ₹24,97,92,000/- (Rupees Twenty Four Crores Ninety Seven Lakhs and Ninety Two Thousand only) from and out of reserves and/or the securities premium account and/or the capital redemption reserve account for the purpose of issue of bonus equity shares of ₹2/- each, credited as fully paid to the eligible members of the Company holding equity shares of ₹2/- each of the Company whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on a 'Record Date' as determined by the Board for this purpose, in the proportion of 1 (One) new fully paid-up equity share of ₹2/- each for every 1 (One) existing fully paid-up equity shares of ₹2/- each held by them and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such Member.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank *pari-passu* in all respects with the fully paid-up equity shares of the Company as existing on the Record Date.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT in the case of Members who hold shares in dematerialized form or those who opt to receive the shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in other cases, the share certificate(s) in respect of the bonus equity shares shall be dispatched, within such time as prescribed by law and the relevant authorities.

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to the extent they relate to Non- Resident Indians (NRIs), Foreign Institutional Investors (FIIs) and other Foreign Investors, be subject to the approval of RBI or any other regulatory authority, if any.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make appropriate adjustments necessary for the issue of bonus equity shares as aforesaid, to the Options which have been granted (whether vested or not) to employees of the Company under "APL Apollo Employee Stock Option Scheme-2015", pursuant to the SEBI (Share Based Employee Benefits) Regulations, 2014 and any amendments thereto from time to time, such that the number of options which are already granted but not exercised as on the record date shall be appropriately adjusted.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the shares of the Company are presently listed as per the provisions of the SEBI LODR Regulations and other applicable regulations, rules and guidelines.

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."

ITEM NO. 3 – APPOINTMENT OF SHRI AMEET KUMAR GUPTA AS INDEPENDENT DIRECTOR

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

“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 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), Shri Ameet Kumar Gupta (DIN: 00002838) who was appointed as an Additional Director and also as an Independent Director of the Company by the Board of Directors with effect from August 6, 2021 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of ensuing General Meeting and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 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 Independent Director of the Company for a term of five consecutive years commencing from August 6, 2021, not liable to retire by rotation.

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.”

ITEM NO. 4 – APPOINTMENT OF SHRI RAHUL GUPTA AS A DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 (the Act) read with relevant rules made thereunder, Shri Rahul Gupta (DIN: 07151792) who was appointed as an Additional Director by the Board of Directors with effect from August 6, 2021 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of ensuing General Meeting 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 Director of the Company, liable to retire by rotation.

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.”

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

**Place: Delhi
Date: 06.08.2021**

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

NOTES FOR MEMBER'S ATTENTION:

1. Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") setting out all material facts relating to the proposed resolution is annexed hereto.
2. In view of the prevailing COVID-19 pandemic and in accordance with the guidelines prescribed by above referred MCA Circulars, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India ("SS-2"), this Postal Ballot Notice ("Notice") along with explanatory statement and remote e-voting instructions are being sent only through electronic mode to all those Members whose e-mail address are registered with the Company/Registrar and Share Transfer Agent ("RTA") or Depository/Depository Participants and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, August 6, 2021.

Members may note that this Notice will also be available on Company's website (www.aplapollo.com), Stock Exchanges' website (www.bseindia.com and www.nseindia.com) and Central Depository Services (India) Limited ('CDSL')'s website (www.evotingindia.com).

3. Voting rights of Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on Friday, August 6, 2021 ("Cut-off date"). A person, whose name is recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date shall only be entitled to cast their vote through remote e-voting. A person who is not a Member as on Cut-off date will not be entitled to vote and should treat this Notice for information purposes only.
4. To comply with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI LODR Regulations, SS-2 and MCA Circulars, the Members are provided with the facility to cast their vote electronically through remote e-voting services provided by CDSL. Instructions for remote e-voting are provided in the Notice.
5. Results of postal ballot will be announced by the Chairman or any other person authorised by the Chairman in writing for this purpose not later than Saturday, September 11, 2021 at the Corporate Office of the Company. The results declared along with the Scrutinizer's Report would be displayed at the Registered and Corporate Office of the Company, communicated to National Stock Exchange of India Limited and BSE Limited where the shares of the Company are presently listed. Additionally, the results will also be uploaded on the Company's website viz. www.aplapollo.com and on website of CDSL viz. www.evotingindia.com.
6. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e. Thursday, September 9, 2021.

7. Instructions for remote e-voting are as below:

- (i) Remote e-voting period shall commence on Wednesday, August 11, 2021 (10:00 A.M. IST) and end on Thursday, September 9, 2021 (5.00 P.M. IST) (both days inclusive). During this period, Members of the Company holding shares either in physical or dematerialized form as on the Cut-off date, i.e. Friday, August 6, 2021 (including those Members who may not have received this Notice due to nonregistration of their e-mail address with the Company or the Depositories /

Depository Participants), may cast their vote electronically, in respect of the resolution as set out in this Notice only through the remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) During the remote e-voting period, Members can login at CDSL e-voting platform any number of times till they have voted on the resolution. Once the vote on resolution is cast by a Member, whether partially or otherwise, Member shall not be allowed to change it subsequently or cast the vote again
- (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	<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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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	<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.

	<p>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</p> <p>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</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>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.</p>

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 022- 23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method for Remote e-Voting 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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)	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. <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.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN of the Company for which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) **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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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 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.

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 at investors@aplapollo.com and/or RTA email at rta@abhipra.com.
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 e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

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 Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai.

ANNEXURE TO THE NOTICE

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

Item No. 1 and 2

The equity shares of your Company are listed and actively traded on the National Stock Exchange of India Limited and BSE Limited. With a view to encourage the participation of small investors by making equity shares of the Company affordable, increasing the liquidity of the equity shares and to expand the retail shareholder base, the Board in its meeting held on August 6, 2021, subject to consent of the Members of the Company, approved and recommended issue of bonus equity shares of ₹2/- each to eligible members of the Company in the proportion of 1 (One) equity for every 1 (One) existing equity shares held by them, by capitalizing a sum not exceeding ₹24,97,92,000/- (Rupees Twenty Four Crores Ninety Seven Lakhs and Ninety Two Thousand only) out of the reserves and/or the securities premium account and/or the capital redemption reserve account of the Company.

The issue of bonus shares, by way of capitalizing reserves, is authorized by the Company's Articles of Association.

The bonus issue of equity shares would, *inter alia*, require appropriate adjustments with respect to the Stock Options which have been granted (whether vested or not) to employees of the Company under "APL Apollo Employee Stock Option Scheme-2015", pursuant to the SEBI (Share Based Employee Benefits) Regulations, 2014 and any amendments thereto from time to time, such that the number of options which are already granted but not exercised as on the record date shall be appropriately adjusted.

Presently, the authorized share capital of your Company is ₹45,00,00,000/- (Rupees Forty Five crores only) divided into 22,50,00,000 (Twenty Two Crores Fifty Lakhs only) equity shares of ₹2/- each and for the purpose of accommodating the bonus issue, it is also proposed to increase the authorized share capital to ₹75,00,00,000/- (Rupees Seventy Five Crores only) divided into 37,50,00,000 (Thirty Seven Crores and Fifty Lakhs Only) equity shares of ₹2/- each by creation of additional 15,00,00,000 (Fifteen Crores) equity shares of ₹ 2/- each.

The increase in authorized share capital as aforesaid would require consequential amendments to the existing Clause V of the Memorandum of Association of the Company. The increase in authorized share capital and alteration of relevant clause(s) of the Memorandum of Association of the Company and issue of bonus equity shares, are subject to Members' approval in terms of Sections 61 and 63 of the Companies Act, 2013 and any other applicable statutory and regulatory approvals.

Accordingly, the ordinary resolutions 1 and 2 of this Notice seek Members' approval for increase in authorized share capital including consequential amendments to Memorandum of Association of the Company and capitalization of the amount standing to the credit of free reserves for the purpose of issue of bonus equity shares on the terms and conditions set out in the resolutions.

The Board recommends passing of these ordinary resolutions by the members with the requisite majority.

No Director, Key Managerial Personnel or their relatives are in any way concerned or interested in the resolutions 1 and 2 of this Notice except to the extent of their shareholding and outstanding stock options in the Company or to the extent of the shareholding of companies/institutions/trusts/other entities of which they are directors or members or trustees or hold other similar positions.

Item No. 3

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed Shri Ameet Kumar Gupta as an Additional Director in the capacity of Non-Executive Independent Director of the Company to hold office for a period of five consecutive years from August 6, 2021, not liable to retire by rotation, subject to consent of the Members of the Company.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing candidature of Shri Ameet Kumar Gupta for the office of Director.

The Company has received declarations from Shri Ameet Kumar Gupta to the effect that he meets the criteria of independence and that he is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact his ability to discharge the duties with an objective independent judgment and without any external influence, as prescribed under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). At present he is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor is debarred from holding the office of Director pursuant to any SEBI Order. He is also registered with the database of Independent Directors as constituted by MCA pursuant to the relevant notifications.

A brief profile of Shri Ameet Kumar Gupta is given below:

Shri Ameet Gupta is the Whole Time Director at Havells India Limited, India's largest electrical goods manufacturer for residential, commercial and industrial use. He had joined Havells in 1995, where he has developed and implemented multiple strategic tie-ups with global partners helping the organization register a robust growth.

His passion for research and development has led him to lead technological innovation and product development in the said Company. Apart from R&D, a few of his focus areas have been manufacturing and sustainability. Along with that, he has also played a pivotal role in the various Corporate Social Responsibility initiatives by the company.

He is also the Trustee of QRG Foundation and SKG Family Trust, Founder Trustee in Plaksha University and on Board of Visitors for Business School at Wake Forest University.

In the opinion of the Board, Shri Ameet Kumar Gupta fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder and Listing Regulations for appointment as Independent Director of the Company and he is independent of the Management.

Accordingly, the Board recommends appointment Shri Ameet Kumar Gupta as a Non-Executive Independent Director for a period of five consecutive years from August 6, 2021.

Detailed information regarding the appointee is given in the notes appended to the Notice of this Meeting.

Except Shri Ameet Kumar Gupta, the appointee himself and his relatives, 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 aforesaid ordinary resolution.

Item No. 4

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed Shri Rahul Gupta as an Additional Director in the capacity of Non-Executive Non- Independent Director of the Company w.e.f August 6, 2021, liable to retire by rotation.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing candidature of Shri Rahul Gupta for the office of Director.

The Company has received the necessary consent and declarations from Shri Rahul Gupta. He is not disqualified from being appointed as director in terms of Section 164 of the Companies Act, 2013. Further, he is not debarred from holding the office of Director pursuant to any SEBI Order.

A brief profile of Shri Rahul Gupta is given below:

Shri Rahul Gupta is the elder son of Shri Sanjay Gupta, Chairman and Managing Director of the Company. Shri Rahul Gupta is also the Managing Director of Apollo Tricoat Tubes Limited, step down listed subsidiary of the company.

Shri Rahul Gupta has completed B.Com. (Hons.) from Delhi University. He has also completed executive courses in the field of Management from reputed B-Schools like London School of Economics and Indian Institute of Management, Ahmedabad (IIMA). He is a promising entrepreneur with an experience of around 5 years in steel tubes manufacturing business and has handled operational management, marketing and institutional sales. He is the recipient of 'Young Achiever Award' for Organisation Building at Global HR Summit 2017.

In the opinion of the Board, Shi Rahul Gupta fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder and Listing Regulations for appointment as Non-Executive Director of the Company.

Accordingly, the Board recommends appointment Shri Rahul Gupta as a Non-Executive Non-Independent Director.

Detailed information regarding the appointee is given in the notes appended to the Notice of this Meeting.

Except Shri Rahul Gupta, the appointee himself and Shri Sanjay Gupta and their respective relatives (to the extent of their shareholding in the Company, if any), 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 aforesaid ordinary resolution.

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

**Place: Delhi
Date: 06.08.2021**

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

DETAILS OF DIRECTORS WHO ARE PROPOSED TO BE APPOINTED

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and clause 1.2.5 of the Secretarial Standard -2]

Name of Director	Shri Rahul Gupta	Shri Ameet Kumar Gupta
Age	27 years	49 years
Director Identification Number (DIN)	07151792	00002838
Nationality	Indian	Indian
Date of first appointment on the Board	August 6, 2021	August 6, 2021
Nature of expertise in specific functional areas	Entrepreneur, Management	Management, Finance, Sustainability, R&D
Qualification	Graduate	BE (Electronics & Communication) DU, MBA (Marketing and Finance) from Wake Forest University, North Carolina, USA
Shareholding in the Company directly or as beneficial owner for any other person	15,01,000 equity shares	Nil
Terms and conditions of appointment	Appointment as a Non- Executive Director liable to retire by rotation	Appointment as Independent Director for a term of five years
Details of remuneration sought to be paid and remuneration last drawn	As a Non-Executive Director, he is entitled to sitting fees for attending meetings of the Board/ Committees	As a Non-Executive Director, he is entitled to sitting fees for attending meetings of the Board/ Committees
Directorships held in other companies	<ul style="list-style-type: none"> • Apollo Tricoat Tubes Limited • Sudesh Business Ventures Private Ltd. • APL Infrastructure Private Ltd. • PNS Stainless Steels Private Ltd. • SG Air Travel Private Limited • Blue Ocean Projects Private Ltd. • Homedge Infracon Private Ltd. • Greenera Farm Villas Private Ltd. 	<ul style="list-style-type: none"> • Havells India Limited • QRG Enterprises Limited • QRG Investments and Holdings Limited • QRG Medicare Limited
*Membership / Chairmanship of Committee(s) of other Companies:	Member of Audit Committee of Apollo Tricoat Tubes Limited	Member of Stakeholders Relationship Committee- Member of Havells India Ltd. Member Audit Committee of QRG Enterprises Limited, QRG Medicare Limited and QRG Investments & Holdings Ltd.
Relationship with other Directors, Manager and Key Managerial Personnel of the company	Son of Shri Sanjay Gupta, Chairman and Managing Director of the Company	Nil
No. of meetings of the Board of Directors attended during the F.Y. 2021-22	One	One

**Note: Pursuant to Regulation 26 of the Listing Regulations, only two Committees viz. Audit Committee and Stakeholders Relationship Committee have been considered.*