

## **Jatin Gupta & Associates**

Company Secretaries

Office: 109, First Floor, Rishabh Ipex Mall, I P Extension,

Pat Par Ganj, Delhi 110 092 (Opp. MAX Hospital)

Ph- +91-11- 45104789 ; E-Mail: jatinfcs@gmail.com

### **SCRUTINIZER'S REPORT ON VOTES CAST BY REMOTE E -VOTING AND E-VOTING DURING THE 37<sup>TH</sup> ANNUAL GENERAL MEETING ("AGM") OF APL APOLLO TUBES LIMITED HELD ON 12<sup>TH</sup> SEPTEMBER, 2022**

To,  
**The Chairman**  
**37<sup>th</sup> AGM of APL APOLLO TUBES LIMITED**

I, CS Jatin Gupta, (FCS : 5651 and CP : 5236), Proprietor of Jatin Gupta & Associates, Company Secretaries Firm having office at Office: 109, First Floor, Rishabh Ipex Mall, I P Extension, Patpar Ganj, Delhi 110 092 (Opp. MAX Hospital) appointed as Scrutinizer by the Board of Directors of **APL APOLLO TUBES LIMITED**, ("the Company") pursuant to Section 108 of The Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 to scrutinize the Remote E-voting process and the voting at the AGM, on the resolution(s) set out in the Notice dt. August 17, 2022 of the 37<sup>th</sup> Annual General Meeting (AGM) of the Company held on Monday, September 12, 2022 at 11.00 A.M through Video Conferencing ("VC"), submit as under :

1. The management of the Company is responsible to ensure compliance with the requirements of the relevant provisions of (i) The Companies Act, 2013 and the Rules made thereunder; (ii) The SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and (iii) The Secretarial Standards – 2 on General Meetings issued by The Institute of Company Secretaries of India, relating to the E-voting facility to the shareholders during the AGM and Remote E-Voting. Our responsibilities as a Scrutinizer is restricted to giving a Report (consolidated report) on the Votes Cast by the members for the resolutions contained in the notice dt. 17<sup>th</sup> August, 2022, through Remote E-Voting and E-Voting facility during the AGM.
2. The notice dt. **August 17, 2022** calling 37<sup>th</sup> AGM, as confirmed by the Company, was sent to the shareholders :

On August 18, 2022 by e-mail to all the members who had registered their e-mail-ids with the Company/Depositories, pursuant to the MCA Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 read with General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020 and General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020 also read with general circular no. 02/2021 dt. 13<sup>th</sup> January, 2021 and the SEBI Circular no. SEBI/ HO/ CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May 2020.

3. The Company had appointed Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the members of the Company to cast their votes electronically.
4. The members of the Company, holding shares in physical or in dematerialized form, as on cut-off date i.e., September 5, 2022 were entitled to cast their votes on the resolutions as set out in item no(s) 1 to 4 of the Notice of 37<sup>th</sup> AGM of the Company by remote e voting or e-voting at the AGM.

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5. The facility provided for remote e-voting which commenced on Friday, September 9, 2022 (10.00 A.M.) remained open for 3 days and ended on Sunday, September 11, 2022 (5.00 P.M.). The remote e-voting facility was blocked thereafter.

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

- 6.1 Keeping in line with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20 (4) (xiii) of The Companies (Management and Administration) Rules, 2014 including amendments therein, as the case may be, for the purpose of ensuring that members who had cast their votes through remote e-voting did not vote again at the general meeting, the Scrutinizer had access after closure of period of remote e-Voting and before the start of general meeting, to only such details relating to members who had cast their votes through remote e-voting, such as their names, DP ID and Client ID/folios, number of shares held but not the manner in which they had voted.
  - 6.2 Accordingly, CDSL, the remote e-Voting Agency provided us with the names, DP Id & Client Id/ folios and shareholding of the members who had cast their votes through remote e-voting.
  - 6.3 The Company gave facility of e-voting to the members who attended the meeting and had not cast their votes through remote e-Voting.
7. As per the information given by the Company the names of the shareholders who had voted by remote e-voting through the facility provided by CDSL had been blocked and only those members who were present at the AGM through VC and had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
  8. I have verified the remote e-voting and the e-voting during the AGM.
  9. After the conclusion of e-voting at the Annual General Meeting, the votes cast through Remote E-Voting and e-voting during AGM were unblocked in the presence of two witnesses (not in the employment of the Company) i.e., Ms. Kamlesh Gupta and Mr. Vinod Goel.
  10. I have scrutinized and reviewed the voting through electronic means based on the data downloaded from the E-Voting system of Central Depository Services (India) Limited (CDSL).
  11. I now submit my Consolidated Report on the Result of the voting through remote e-voting and e-voting during the AGM in respect of the resolutions proposed in the notice dated August 17, 2022 for 37<sup>th</sup> AGM of the Company as under:

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### **ORDINARY BUSINESS:**

**Item No. 1. Adoption of Audited Financial Statements of the Company (Consolidated and Standalone) for the financial year ended March 31, 2022 and the Reports of the Board of Directors and the Auditors thereon :**

Mode of voting	Remote E-voting		E-Voting at the AGM		Total		Percentage (%)	Invalid Votes, if any
	Number	votes	Number	votes	Number	votes		
Assent	384	146040988	3	31	387	146041019	99.95	Nil
Dissent	12	739166	Nil	Nil	12	739166	0.05	Nil
<b>Total</b>	<b>396</b>	<b>146780154</b>	<b>3</b>	<b>31</b>	<b>399</b>	<b>146780185</b>	<b>100.00</b>	<b>Nil</b>

Based on the aforesaid results, we report that the Ordinary Resolution as contained in **Item No. 1** of the Notice of the AGM dated August 17, 2022 has been passed **as proposed**.

### **Item No. 2. Declaration of Dividend :**

Mode of voting	Remote E-voting		E-Voting at the AGM		Total		Percentage (%)	Invalid Votes, if any
	Number	votes	Number	votes	Number	votes		
Assent	398	146815582	3	31	401	146815613	99.99	Nil
Dissent	6	36	Nil	Nil	6	36	0.01	Nil
<b>Total</b>	<b>404</b>	<b>146815618</b>	<b>3</b>	<b>31</b>	<b>407</b>	<b>146815649</b>	<b>100.00</b>	<b>Nil</b>

Based on the aforesaid results, we report that the Ordinary Resolution as contained in **Item No. 2** of the Notice of the AGM dated August 17, 2022 has been passed **as proposed**.

### **Item No. 3. Re- appointment of Shri Vinay Gupta (DIN:00005149), who is liable to retire by rotation :**

Mode of voting	Remote E-voting		E-Voting at the AGM		Total		Percentage (%)	Invalid Votes, if any
	Number	votes	Number	votes	Number	votes		
Assent	243	118631249	3	31	246	118631280	80.82	Nil
Dissent	153	28148658	Nil	Nil	153	28148658	9.18	Nil
<b>Total</b>	<b>396</b>	<b>146779907</b>	<b>3</b>	<b>31</b>	<b>399</b>	<b>146779938</b>	<b>100.00</b>	<b>Nil</b>

Based on the aforesaid results, we report that the Ordinary Resolution as contained in **Item No. 3** of the Notice of the AGM dated August 17, 2022 has been passed **as proposed**.

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### **SPECIAL BUSINESS**

**Item No. 4. Ratification of remuneration payable to Cost Auditors of the Company for financial year 2022-23**

Mode of voting	Remote E-voting		E-Voting at the AGM		Total		Percentage (%)	Invalid Votes, if any
	Number	votes	Number	votes	Number	votes		
<b>Assent</b>	376	146040778	3	31	379	146040809	99.95	Nil
<b>Dissent</b>	19	739364	Nil	Nil	19	739364	.05	Nil
<b>Total</b>	<b>395</b>	<b>146780142</b>	<b>3</b>	<b>31</b>	<b>398</b>	<b>146780173</b>	<b>100.00</b>	<b>Nil</b>

Based on the aforesaid results, we report that the Ordinary Resolution as contained in **Item No. 4** of the Notice of the AGM dated August 17, 2022 (Special Business) has been passed as **proposed**.

The relevant records i.e., papers/records relating to electronic voting shall stay in our custody until the Chairman considers, approves and signs the minutes of the 37<sup>th</sup> AGM and the same shall thereafter be handed over to Mr. Deepak C S, Company Secretary for safe keeping.

Thanking You,

Yours faithfully

**For Jatin Gupta & Associates  
Company Secretaries**

**For APL APOLLO TUBES LIMITED**

**Jatin Gupta  
C. P. No. 5236  
M.No. : 5651**

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

**Date: 13.09.2022**

**Place: Delhi**

**UDIN : F005651D000960792**