

Jatin Gupta & Associates

Company Secretaries

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

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

SCRUTINIZER'S REPORT

The Chairman
APL Apollo Tubes Limited
(CIN:L74899DL1986PLC023443)
37, Hargobind Enclave, Vikas Marg,
Delhi-110092

Towards Postal Ballot conducted vide notice dt. 31st October, 2020

Name of the Company	APL APOLLO TUBES LIMITED
Meeting/Event	Postal Ballot

I, Jatin Gupta, (FCS : 5651 and CP : 5236), of Jatin Gupta & Associates, Proprietor of Company Secretaries Firm having office at TR-1, Top Floor, Plot No. 3, Anupam Plaza, LSC, Mayur Vihar Phase I, Delhi 110 091 (Above Yes Bank Limited) appointed as Scrutinizer by the Board of Directors of APL APOLLO TUBES LIMITED, ("the Company") pursuant to Section 108 of The Companies Act, 2013 and Rule 20 and 21 of The Companies (Management and Administration) Rules, 2014 to conduct the Remote E-voting process and to scrutinize Remote E-voting, on the resolution(s) set out in the notice dt. 31st October, 2020 of Postal Ballot of APL APOLLO TUBES LIMITED, whose remote E voting started on Wednesday the 4th November, 2020 and ended on 3rd December, 2020 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 give a report on the Votes Cast by the members for the resolutions as contained in the notice.
2. The notice dt. 31st October, 2020 for Postal Ballot, as confirmed by the Company, was duly sent to the shareholders.
3. The Company has appointed Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the members of the Company to cast their votes electronically.

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4. The members of the Company, holding shares in physical or in dematerialized form, as on cut off date i.e 30th October, 2020 were entitled to cast their votes on the resolutions as set out in item no(s) 1 to 2 of the Notice by remote e voting.
5. The facility provided for remote e-voting which commenced on 4th November, 2020 at 10.00 A.M. remained open for not less than 3 days and ended on 3rd December, 2020 at 5.00 P.M. The remote e-voting facility was blocked immediately thereafter.

6. Voting

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.

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.
8. I have verified remote e-voting.
9. After the blocking of remote e-voting, the votes cast were unblocked in the presence of One witness Ms. Kamlesh Gupta who are not in employment of the Company.
10. I have scrutinized and reviewed the voting through electronic means based on the data downloaded from the E-Voting system of Central Depository Services Limited (CDSL).
11. I now submit my Report on the Result of the voting through electronic means (by remote e-voting) in respect of the resolutions proposed in the notice dated 31st October, 2020.

12. Results

12.1 The Result with respect to each item on the agenda as set out in the Notice is enclosed herewith.

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

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

“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.

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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”.

Particulars	Remote E-voting		Total		Invalid Votes, if any
	Number	votes	Number	votes	
Assent	142	14577558	142	14577558	Nil
Dissent	7	43	7	43	Nil
Total	149	14577601	149	14577601	Nil

Based on the aforesaid results, we report that the Ordinary Resolution as contained in **item No. 1** of the Notice of Postal Ballot dated 31st October, 2020 has been passed as Ordinary Resolution with **requisite majority as proposed**.

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

“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

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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.”

Particulars	Remote E-voting		Total		Invalid Votes, if any
	Number	votes	Number	votes	
Assent	142	14577558	142	14577558	Nil
Dissent	7	43	7	43	Nil
Total	149	14577601	149	14577601	Nil

Based on the aforesaid results, we report that the Ordinary Resolution as contained in **item No. 2** of the Notice of Postal Ballot dated 31st October, 2020 has been passed as Ordinary Resolution with **requisite majority as proposed**.

The relevant records i.e papers/records relating to electronic voting shall stay in our custody till the same is informed to Stock Exchanges concerned and same shall thereafter be handed over to Mr. Deepak C S, Company Secretary for safe keeping.

Thanking You,

Yours faithfully
For Jatin Gupta & Associates
Company Secretaries

For **APL APOLLO TUBES LIMITED**

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

Deepak C S
Company Secretary
M. No. : 5060
(as authorised by Chairman)

Date: 04.12.2020
Place: Delhi
UDIN : F005651B001397866