

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)

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**SCRUTINIZER'S REPORT ON VOTES CAST BY REMOTE E-VOTING AND E-VOTING DURING 36TH
ANNUAL GENERAL MEETING ("AGM") OF APL APOLLO TUBES LIMITED HELD ON 23RD JULY,
2021**

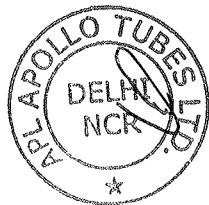
To,
The Chairman of the 36th AGM of APL APOLLO TUBES LIMITED

I, CS Jatin Gupta, (FCS : 5651 and CP : 5236), Proprietor of Jatin Gupta & Associates, Company Secretaries Firm having office at 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 scrutinize the Remote E-voting process and the voting at the AGM, on the resolution(s) set out in the 36th Annual General Meeting (AGM) of **APL APOLLO TUBES LIMITED** vide Notice dt. 3rd June, 2021 for 36th AGM of the Company held on Friday the 23rd Day of July, 2021 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. 3rd June, 2021, through Remote E-Voting and E-Voting facility during the AGM.
2. The notice dt. 3rd June, 2021 calling 36th AGM, as confirmed by the Company, was sent to the shareholders :

On 1st July 2021 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 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 also read with general circular no. 02/2021 dt. 13th January, 2021 and the SEBI Circular no. SEBI/ HO/ CFD/CMD1/CIR/P/2020/79 dated 12th 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., 16th July, 2021 were entitled to cast their votes on the resolutions as set out in item no(s) 1 to 5 of the Notice of 36th AGM of the Company by remote e voting or e-voting at the AGM.



**JATIN
GUPTA**

Digitally signed by
JATIN GUPTA
Date: 2021.07.24
12:42:54 +05'30'

Jatin Gupta & Associates

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5. The facility provided for remote e-voting which commenced on Tuesday, July 20, 2021 (10.00 A.M.) remained open for 3 days and ended on Thursday, July 22, 2021 (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 have cast their votes through remote e-voting do 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 have 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 have 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.

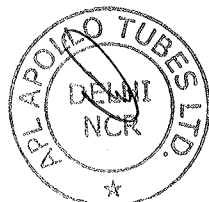
7. As per the information given by the Company the names of the shareholders who had voted by remote e-voting through the facility provided by CDSL had been blocked and only those members who were present at the AGM through VC and had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.

8. I have verified remote e-voting and e-voting.

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).

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 Consolidated Report on the Result of the voting through remote e-voting and e-voting during AGM in respect of the resolutions proposed in the notice dated 3rd June, 2021 for 36th AGM of the Company as under:



**JATIN
GUPTA**

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by JATIN GUPTA
Date: 2021.07.24
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Jatin Gupta & Associates

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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, 2021 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	250	74046915	3	8300	253	74055215	99.97	Nil
Dissent	5	18627	Nil	Nil	5	18627	0.03	Nil
Total	255	74065542	3	8300	258	74073842	100.00	Nil

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 1 of the Notice of the AGM dated 3rd June, 2021 has been passed as proposed.

Item No. 2. Re- appointment of Shri Sanjay Gupta (DIN:00233188), 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	239	73363156	3	8300	242	73371456	99.01	Nil
Dissent	17	732496	Nil	Nil	17	732496	0.99	Nil
Total	256	74095652	3	8300	259	74103952	100.00	Nil

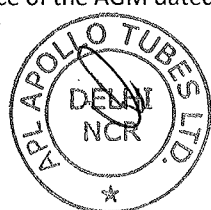
Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 2 of the Notice of the AGM dated 3rd June, 2021 has been passed as proposed.

SPECIAL BUSINESS

Item No. 3. Ratification of remuneration payable to Cost Auditors of the Company for financial year 2021-22

Mode of voting	Remote E-voting		E-Voting at the AGM		Total		Percentage(%)	Invalid Votes, if any
	Number	votes	Number	votes	Number	votes		
Assent	252	74095587	3	8300	255	74103887	100	Nil
Dissent	4	65	Nil	Nil	4	65	--	Nil
Total	256	74095652	3	8300	259	74103952	100.00	Nil

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 3 of the Notice of the AGM dated 3rd June, 2021 has been passed as proposed.



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Item No. 4. Continuation of Shri Virendra Singh Jain (DIN: 00253196) to act as a Director of the Company in the category of Non-Executive Independent Director beyond 75 years of age after July 24, 2021

Mode of voting	Remote E-voting		E-Voting at the AGM		Total		Percentage (%)	Invalid Votes, if any
	Number	votes	Number	votes	Number	votes		
Assent	238	71762098	3	8300	241	71770398	99.74	Nil
Dissent	14	184561	Nil	Nil	14	184561	0.26	Nil
Total	252	71946659	3	8300	255	71954959	100.00	Nil

Based on the aforesaid results, we report that the Special Resolution as contained in **Item No. 4** of the Notice of the AGM dated 3rd June, 2021 has been passed as **proposed**.

Item No. 5. Re-appointment of Mr. Virendra Singh Jain (DIN: 00253196) as an Independent Director for the second term with effect from January 28, 2022 till September 30, 2024

Mode of voting	Remote E-voting		E-Voting at the AGM		Total		Percentage (%)	Invalid Votes, if any
	Number	votes	Number	votes	Number	votes		
Assent	235	71163832	3	8300	238	71172132	98.91	Nil
Dissent	17	782827	Nil	Nil	17	782827	1.09	Nil
Total	252	71946659	3	8300	255	71954959	100.00	Nil

Based on the aforesaid results, we report that the Special Resolution as contained in **Item No. 5** of the Notice of the AGM dated 3rd June, 2021 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 sign the minutes of 36th AGM and same shall thereafter be handed over to Mr. Deepak C S, Company Secretary for safe keeping.

Thanking You,

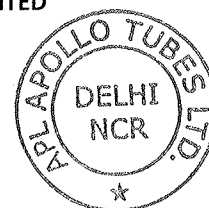
Yours faithfully
For Jatin Gupta & Associates
Company Secretaries

JATIN GUPTA
Digitally signed by JATIN GUPTA
Date: 2021.07.24 12:44:04
+05'30'

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

Date: 24.07.2021
Place: Delhi
UDIN : F005651C000681018

For APL APOLLO TUBES LIMITED



Company Secretary
(As authorised by the Chairman)