

Scrutinizer's Consolidated Report

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies
(Management and Administration) Rules, 2014]

To,
The Chairman of 34th Annual General Meeting of
APL Apollo Tubes Limited
(CIN:L74899DL1986PLC023443)
37, Hargobind Enclave, Vikas Marg,
Delhi-110092

I am appointed as a Scrutinizer for the purpose of conducting the e- voting process and to scrutinize the physical ballot polling in respect of the resolutions set out in the notice dated 10th August, 2019 for convening the 34th Annual General Meeting (AGM) of Shareholders held on Saturday, 28th September, 2019 at "JP HOTEL & RESORTS, 6B, I.P. EXTENSION, PATPARGANG, NEAR MAX HOSPITAL, DELHI-110092".

The Management of the Company is responsible to ensure the compliance with the requirement of the Companies Act 2013 and Rules framed there under relating to Voting through electronic voting and voting on poll on the resolutions contained in the notice of AGM of the Company. My responsibility as a Scrutinizer is restricted to report the votes cast in "ASSENT" or "DISSENT" the resolution(s) proposed before Shareholders.

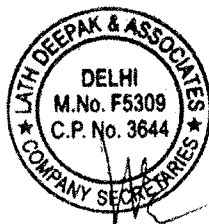
I submit my report as under:

On voting by ballot papers

1. Before the start of voting by ballot at the AGM, one ballot box kept for votes by ballot papers was locked in my presence with due identification mark.
2. The locked ballot box was subsequently opened in the presence of two persons as witnesses and ballot papers were diligently scrutinized in my presence. The ballot papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. The votes cast at the meeting by the said ballot papers were then counted "assent" and "dissent".

On voting by remote e-voting

4. Thereafter, the votes cast through remote e-voting were unblocked in the presence of two witnesses not being in the employment of the company, and counted "assent" and "dissent".



On Consolidation

5. On the basis of count of votes cast through remote e-voting and by ballot papers, consolidated result of voting "assent" and "dissent" on the said item of business is as follows:

Item no. 1 (Ordinary Resolution)

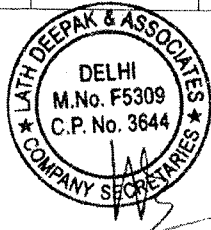
To receive, consider and adopt the Audited Financial Statements of the Company (Consolidated and Standalone) for the financial year ended March 31, 2019 and the Reports of the Board of Directors and the Auditors thereon:

Mode of voting	No. of members Voted	Votes cast Assent (Nos.)	Votes cast Dissent (Nos.)	Invalid Votes	Total	Result
		(a)	(b)			
e- voting	80	37,24,880	NIL	NIL	37,24,880	Ordinary Resolution Was Passed by Requisite Majority
Poll	31	84,80,452	NIL	NIL	84,80,452	
Total	111	1,22,05,332	NIL	NIL	1,22,05,332	
% of votes		100	NIL	NIL	100	

Item no. 2 (Ordinary Resolution)

To declare dividend of Rs.14 per equity share of the face value of Rs.10 each for the financial year 2018:

Mode of voting	No. of members Voted	Votes cast Assent (Nos.)	Votes cast Dissent (Nos.)	Invalid Votes	Total	Result
		(a)	(b)			
e- voting	83	47,65,855	NIL	NIL	47,65,855	Ordinary Resolution Was Passed by Requisite Majority
Poll	31	84,80,452	NIL	NIL	84,80,452	
Total	114	1,32,46,307	NIL	NIL	1,32,46,307	
% of votes		100	NIL	NIL	100	



Item no. 3 (Ordinary Resolution)

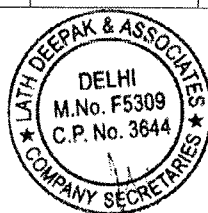
To appoint a Director in place of Shri Vinay Gupta (DIN: 00005149), who is liable to retire by rotation and being eligible, offers himself for re-appointment :

Mode of voting	No. of members Voted	Votes cast Assent (Nos.)	Votes cast Dissent (Nos.)	Invalid Votes	Total	Result
		(a)	(b)		(a+b)	
e- voting	76	36,22,444	15,872	NIL	36,38,316	Ordinary Resolution Was Passed by Requisite Majority
Poll	30	55,265	NIL	NIL	55,265	
Total	106	36,77,709	15,872	NIL	36,93,581	
% of votes		99.57	0.43	NIL	100	

Item no. 4 (Ordinary Resolution)

Ratification of remuneration payable to cost auditors M/s. R. J. Goel & Co., Cost Accountants for the Financial Year 2018-19:

Mode of voting	No. of members Voted	Votes cast Assent (Nos.)	Votes cast Dissent (Nos.)	Invalid Votes	Total	Result
		(a)	(b)		(a+b)	
e- voting	83	47,65,855	NIL	NIL	47,65,855	Ordinary Resolution Was Passed by Requisite Majority
Poll	31	84,80,452	NIL	NIL	84,80,452	
Total	114	1,32,46,307	NIL	NIL	1,32,46,307	
% of votes		100	NIL	NIL	100	



Item no. 5 (Special Resolution)

Adoption of new set of articles of association of the company containing regulations in conformity with the companies act, 2013:

Mode of voting	No. of members Voted	Votes cast Assent (Nos.)	Votes cast Dissent (Nos.)	Invalid Votes	Total	Result
		(a)	(b)		(a+b)	
e- voting	83	32,53,808	15,12,047	NIL	47,65,855	Special Resolution Was Passed by Requisite Majority
Poll	31	84,80,452	NIL	NIL	84,80,452	
Total	114	1,17,34,260	15,12,047	NIL	1,32,46,307	
% of votes		88.59	11.41	NIL	100	

Item no. 6 (Special Resolution)

Adoption of new set of memorandum of association of the company in conformity with the companies act, 2013:

Mode of voting	No. of members Voted	Votes cast Assent (Nos.)	Votes cast Dissent (Nos.)	Invalid Votes	Total	Result
		(a)	(b)		(a+b)	
e- voting	83	47,60,319	5,536	NIL	47,65,855	Special Resolution Was Passed by Requisite Majority
Poll	31	84,80,452	NIL	NIL	84,80,452	
Total	114	1,32,40,771	5,536	NIL	1,32,46,307	
% of votes		99.96	0.04	NIL	100	



Item no. 7 (Special Resolution)

Re-appointment of Shri Abhilash Lal as an Independent Director for a second term of 5 years:

Mode of voting	No. of members Voted	Votes cast Assent (Nos.)	Votes cast Dissent (Nos.)	Invalid Votes	Total	Result
		(a)	(b)		(a+b)	
e- voting	76	36,38,316	NIL	NIL	36,38,316	Special Resolution Was Passed by Requisite Majority
Poll	31	84,80,452	NIL	NIL	84,80,452	
Total	107	1,21,18,768	NIL	NIL	1,21,18,768	
% of votes		100	NIL	NIL	100	

Item no. 8 (Special Resolution)

Re-appointment of Shri Anil Kumar Bansal as an Independent Director for a second term of 5 years :

Mode of voting	No. of members Voted	Votes cast Assent (Nos.)	Votes cast Dissent (Nos.)	Invalid Votes	Total	Result
		(a)	(b)		(a+b)	
e- voting	76	26,75,912	9,62,404	NIL	36,38,316	Special Resolution Was Passed by Requisite Majority
Poll	31	84,80,452	NIL	NIL	84,80,452	
Total	107	1,11,56,364	9,62,404	NIL	1,21,18,768	
% of votes		92.06	7.94	NIL	100	



LATH DEEPAK & ASSOCIATES
Company Secretaries

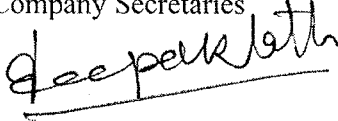
Office: AA-175, FIRST FLOOR
SHALIMAR BAGH, DELHI-110088
Mobile: 9811275820,9654352020
Email: fcsdeepaklath@gmail.com

I did not find any ballot paper invalid.

Ballot Paper Register alongwith ballot papers and other records have been given to the Company Secretary of the company.

Yours faithfully,

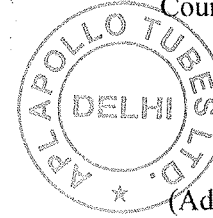
For Lath Deepak & Associates
Company Secretaries



(DEEPAK KUMAR LATH)
FCS No.5309
C.P No. 3644



Countersigned



(Adhish Swaroop)
as authorized by
Chairman of the meeting

Date: 30/09/2019
Place: Delhi