



## 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](http://www.aplapollo.com) • email: [investors@aplapollo.com](mailto:investors@aplapollo.com)

## NOTICE

NOTICE is hereby given that the Thirty Third Annual General Meeting of the members of APL Apollo Tubes Limited will be held on Saturday the 29<sup>th</sup> day of September, 2018, at 11.00 A.M. at JP Hotel & Resorts, 6B, I.P. Extension, Patparganj, Near Max Hospital, Delhi- 110 092, to transact the following business:-

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company (Consolidated and Standalone) for the financial year ended March 31, 2018 and the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on equity shares of the Company for the financial year 2017-2018.
3. To appoint a director in place of Shri Sanjay Gupta (DIN: 00233188), who is liable to retire by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of the auditors of the Company and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder as amended from time to time and pursuant to the resolution of the Members passed at the 30<sup>th</sup> Annual General Meeting (AGM), the appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants, Gurugram, (ICAI Registration No.117366W/W-100018) as Auditors of the Company, to hold office from the conclusion of this AGM till the conclusion of the AGM to be held in the year 2019, be and is hereby ratified on a remuneration as may be recommended by the Audit Committee and mutually agreed between the Board of Directors of the Company and the Auditors.

RESOLVED FURTHER THAT consequent to increase in Company size due to amalgamation of Lloyds Lines Pipe Limited with the Company in previous year, the remuneration payable to M/s Deloitte Haskins & Sells LLP, Chartered Accountants, Gurugram, (ICAI Registration No.117366W/W-100018) for the previous year ended March 31, 2018, be and is hereby increased to ₹ 90 lacs from ₹ 58 lacs."

### SPECIAL BUSINESS:

5. To consider, and if thought fit to pass, with or without modification(s) the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, remuneration of ₹ 2,00,000/- excluding GST as applicable and reimbursement of travelling and other out-of-pocket expenses actually incurred by the said Auditors in connection with the cost audit payable to M/s. R.J. Goel & Co., Cost Accountants, New Delhi, (ICWAI Registration No. 000026), the Cost Auditors, appointed by the Board of Directors of the Company, to conduct audit of the cost records of the Company for the financial year 2018-19 commencing April 1, 2018, be and is hereby ratified.

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."

6. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, read with Schedule V to the Act, the consent of the members be and is hereby accorded for the revision in remuneration payable to Shri Sanjay Gupta, Chairman (Under Whole Time Director Category) of the Company, w.e.f. April 1, 2018 for the remaining tenure, on the terms and conditions as set out in the Statement pursuant to Section 102(1) of the said Act annexed to the Notice of this 33<sup>rd</sup> Annual General Meeting, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to, grant increment, increase, modify, vary or alter the salary, perquisites, allowances, commission, benefits and other terms and conditions of the appointment subject to the overall ceiling prescribed under the Companies Act, 2013 or

any statutory modifications thereto or re-enactments thereof from time to time.

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Shri Sanjay Gupta, as Chairman (under Whole Time Director category), the Company has no profits or its profits are inadequate, the Company will pay remuneration as per schedule V of the Companies Act, 2013 and in case the Company pays in excess of the said limits as specified in the schedule during the stated period then the payment of excess remuneration shall be subject to such approvals as may be required."

7. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, read with Schedule V to the Act, the consent of the members be and is hereby accorded for the revision in remuneration payable to Shri Ashok K. Gupta, Managing Director of the Company, w.e.f May 19, 2018 for the remaining tenure, on the terms and conditions as set out in the Statement pursuant to Section 102(1) of the said Act annexed to the Notice of this 33<sup>rd</sup> Annual General Meeting, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to, grant increment, increase, modify, vary or alter the salary, perquisites, allowances, commission, benefits and other terms and conditions of the appointment subject to the overall ceiling prescribed under the Companies Act, 2013 or any statutory modifications thereto or re-enactments thereof, from time to time.

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Shri Ashok K. Gupta as Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration as per schedule V of the Companies Act, 2013 and in case the Company pays in excess of the said limits as specified in the schedule during the stated period then the payment of excess

remuneration shall be subject to such approvals as may be required."

8. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 and Rules made there under as may be amended, from time to time, consent of the Members be and is hereby accorded to a Scheme of loan for its Managing Director and Whole-Time Director as set out in the Statement pursuant to Section 102(1) of the said Act annexed to the Notice of this 33<sup>rd</sup> Annual General Meeting, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to ratify any loans given earlier and to finalize, sanction and disburse the loans to Managing Director and Whole-Time Director, and also to delegate all or any of the above powers to any one Director of the Company and generally to do all acts, deeds and things as may be deemed necessary or expedient in connection therewith and incidental thereto."

9. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Shri S.T. Gerela (DIN:01565534) aged 80 years, who has been a Non-Executive Independent Director of the Company, since September 30, 2014, do continue to be a Director of the Company in the category of Non-Executive Independent Director upto the conclusion of the Annual General Meeting of the Company to be held in the year 2019".

**Registered Office:**  
37, Hargobind Enclave,  
Vikas Marg, Delhi - 110092

**By order of the Board**

Date: August 8, 2018

Adhish Swaroop  
Company Secretary

**Notes :**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXY (IES) TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10 (TEN) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10 (TEN) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON CANNOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS SENT HERewith. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/ AUTHORITY, AS APPLICABLE.

2. Statement pursuant to Section 102 of the Companies Act, 2013 (Act), setting out the material facts concerning Item Nos. 5 to 9 set out above and the details under Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of the Secretarial Standard -2] in respect of directors whose remuneration is to be revised at the Annual General Meeting, is annexed hereto.
3. Pursuant to the provision of Section 91 of the Companies Act, 2013, the register of members and share transfer books of the Company will remain closed from Saturday, September 22, 2018 to Saturday, September 29, 2018 (both days inclusive) in connection with the AGM and for the purpose of payment of dividend for the financial year ended March 31, 2018 of ₹ 14/- per Equity Share (140%) on 2,37,29,805 fully paid equity shares of ₹ 10/- each, as recommended by the Board of Directors, if declared at the AGM.
4. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting (AGM) are requested to send a duly certified copy of their board resolution authorising their representatives to attend and vote at the AGM.
5. In furtherance of the Go Green Initiative of the government, electronic copy of the Annual Report for 2017-18, Notice of the 33<sup>rd</sup> AGM of the Company along with admission slip and proxy form are being sent to all the members whose email IDs are registered with the Company/Depository Participants. Physical copy of the said Annual Report for 2017-18 and Notice of the 33<sup>rd</sup> AGM may be sent on request by any such member.

6. Physical copy of the Annual Report for 2017-18, the Notice of the 33<sup>rd</sup> AGM of the Company along with admission slip and proxy form are being sent to those members who have not registered their e-mail addresses with the Company/Depository Participants. The Annual Report for 2017-18 and the Notice of the 33<sup>rd</sup> AGM along with admission slip and proxy form will also be available on the Company's website [www.aplapollo.com](http://www.aplapollo.com)
7. Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102 of the Companies Act, 2013, are open for inspection at the corporate office of the Company on any working day, between 11 A.M. and 1 P.M. up to the date of AGM.
8. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including annual report, notices, circulars, etc. from the Company electronically.

**Instructions and other information relating to e-voting are as under:**

- i. Pursuant to provisions of section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called "the rule " for the purpose of this section and of the Notice) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 33<sup>rd</sup> Annual General Meeting to be held on September 29, 2018 at 11.00 A.M. The Company has engaged the services of Central Depository Services Limited (CDSL) to provide the e-voting facility.
- ii. These details and instructions form an integral part of the Notice for the Annual General Meeting to be held on September 29, 2018.
- iii. **The e-voting facility will be available during the following voting period:**

Commencement of e-voting	End of e-voting
September 26, 2018, 10.00 A.M. IST	September 28, 2018, 5.00 PM IST

Shareholders of the Company holding shares either in physical form or in dematerialized, form as on the cut-off date i.e. September 22, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL after voting period ends.

- iv. The e-voting facility can be availed by typing the link [www.evotingindia.com](http://www.evotingindia.com) in the internet browser.
- v. Click on the "shareholders" tab.
- vi. Now select the Company name from the drop down menu and click on "SUBMIT"

- vii. 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- viii. Next enter the Image Verification as displayed and Click on Login.
- ix. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company then your existing password is to be used.
- x. If you are a first time user follow the steps given below:

---

**For Members holding shares in Demat Form and Physical Form**

---

PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/ folio number in the PAN field.</li> <li>• In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Rajesh Kumar with folio number 100 then enter RA00000100 in the "PAN" field</li> </ul>
Dividend Bank Details or Date of Birth (DOB)	<p>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.</p> <p>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 as mentioned in instruction (vii).</p>

- xii. Members holding shares in physical form will then reach directly the Company selection screen.  
  
However, members 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.
- xiii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xiv. 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.
- xv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xvi. 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.
- xvii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xviii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xix. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xx. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates and Custodians respectively.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- xxi. Any person, who acquires shares of the Company and become members of the Company after dispatch of the Notice and holding shares as on the cut-off-date i.e. September 22, 2018 -may follow the same instructions as mentioned above for e-voting.
- xxii. The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of

the Company as on the cut off date of September 22, 2018 and a person who is not a member as on a cut off date should treat the Notice for information purpose only.

xxiii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

xxiv. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date of September 22, 2018 and has not casted their vote electronically, only shall be entitled to cast their vote at the Annual General Meeting through ballot paper.

xxv. The Company has appointed Mr. Deepak Kumar Lath, Practicing Company Secretary (Membership No. : FCS

5309 :: COP No. 3644) as Scrutinizer to scrutinize the voting (at AGM venue) and e-voting process in a fair and transparent manner.

xxvi. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes casted at the Meeting and thereafter unblock the votes casted through remote e-voting in the presence of atleast two (2) witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of AGM, a consolidated scrutinizer's report of the total votes casted in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same. The Chairman or a person authorized by him in writing shall declare the results of the voting forthwith.

xxvii. The results declared alongwith the consolidated scrutinizer's report shall be placed on the website of the Company [www.aplapollo.com](http://www.aplapollo.com) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com) and shall simultaneously be forwarded to the concerned stock exchanges.

#### **DETAILS OF DIRECTORS WHOSE REMUNERATION IS TO BE REVISED AT THE FORTHCOMING ANNUAL GENERAL MEETING**

[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 Sanjay Gupta	Shri Ashok K. Gupta
Date of birth	20.07.1971	07.07.1956
Director Identification Number (DIN)	00233188	01722395
Nationality	Indian	Indian
Date of first appointment on the Board	05.01.1995	19.10.2011
Nature of expertise in specific functional areas	Management & Technical	Management & Technical
Qualification	Entrepreneur	Master degree in Physics
Shareholding in the Company	Nil	65000
Terms and conditions of appointment / re-appointment	Appointment for a period of five years	Appointment for a period of three years
Details of remuneration sought to be paid and remuneration last drawn	Last drawn remuneration is given in the Corporate Governance Section of the Annual Report. The revised remuneration details are given in the text of the resolution.	Last drawn remuneration is given in the Corporate Governance Section of the Annual Report. The revised remuneration details are given in the text of the resolution.
Directorships held in other public companies	1. Blue Ocean Projects Private Ltd. 2. Shri Lakshmi Metal Udyog Ltd. 3. Apollo Metalex Private Ltd. 4. Apollo Pipes Ltd.	Nil
*Membership / Chairmanship of Committee(s) of other Companies:	Nil	Nil
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Brother of Shri Vinay Gupta	None
No. of meetings of the Board of Directors attended during the F.Y. 2017-18	4	3

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



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

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

### Item No.: 5

The Board at its meeting held on May 25, 2018, as recommended by the Audit Committee, has appointed M/s. R.J. Goel & Co., Cost Accountants as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year 2018-19 commencing April 1, 2018 at a remuneration of ₹ 2,00,000/- excluding GST as applicable and reimbursement of travelling and other out-of-pocket expenses actually incurred by the said Auditors in connection with the cost audit.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is to be ratified by the Members of the Company.

The resolution is accordingly recommended for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

### Item No. : 6

The Company at its Annual General Meeting dated September 29, 2017, had re-appointed Shri Sanjay Gupta as Chairman (under Whole Time Director Category) of the Company, for a period of five years w.e.f. April 1, 2017, with the remuneration payable of ₹ 3 Crores per annum.

Shri Sanjay Gupta (aged 47 years) is a graduate and had an experience of over more than two decades in various steel industry segments. Shri Sanjay Gupta is the Chairman (Under whole time director category) of APL Apollo Tubes Limited since April 1, 2012 and steers the Company with a clear vision of growth in context with changing market scenario. The glorious emergence of the Company, its remarkable value and steady growth are the direct results of Shri Gupta's rare administrative and entrepreneurial skills. Under his leadership, the Company grew exponentially gaining national and international recognition. Shri Gupta is also involved in corporate affairs of other group companies.

#### Remuneration Proposed:

The Nomination & Remuneration Committee and the Board of Directors of the Company at their respective meetings held on May 25, 2018 has approved the revised terms of remuneration of Shri Sanjay Gupta as the Chairman (under Whole Time Director Category) w.e.f April 1, 2018 for the remaining tenure as under : -

- A. Salary: ₹ 3.50 Crores p.a.
- B. Benefits, perquisites & Allowances : Upto ₹ 1 Crore which shall include

Furnished accommodation or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings, repairs and other amenities, car(s) with driver(s), Bonus; Performance incentive; medical reimbursement, club fees and leave travel concession for himself and his family; foreign tour for full members once in a year, medical insurance; and such other perquisites, allowances in accordance with the rules of the Company or as may be agreed by the Board of Directors and Shri Sanjay Gupta.

The remaining terms and conditions of the remuneration shall remain same as mentioned in resolution passed by the members dated September 29, 2017.

The resolution is accordingly recommended for approval of the Members.

Except Shri Sanjay Gupta, Chairman (Under whole time director category) and Shri Vinay Gupta, Director and their relatives to the extent of their shareholding, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

### Item No. : 7

The Company at its Annual General Meeting dated September 29, 2017, had re-appointed Shri Ashok K. Gupta as Managing Director of the Company, for a period of three years w.e.f. May 1, 2017, with the remuneration payable of ₹ 1.20 Crores per annum.

Shri Ashok k. Gupta (aged 62 years) holds degree of MSc (Physics), PGDBA from AIMA and had won various medals and awards. He is a steel industry veteran with experience over three decades of experience. In his illustrative career, he has worked at senior management positions in SAIL, Bhushan Steel, LN Mittal Group (African Continent), Jindal etc.

Shri Ashok K. Gupta is the Managing Director of APL Apollo Tubes Limited since May 1, 2012. He is also Director of other Companies. He has been instrumental in transforming the organization into a modern pulsating Giant, and their incremental profitability and expansions.

#### Remuneration Proposed:

The Nomination & Remuneration Committee and the Board of Directors of the Company at their respective meetings held on May 25, 2018 has approved the revised terms of remuneration of Shri Ashok K. Gupta as the Managing Director w.e.f May 19, 2018 for the remaining tenure as under : -

- A. Salary: ₹ 2.5 Crores p.a.
- B. Commission: 1% of PBT of APL Apollo Tubes Ltd. [Standalone] subject to maximum of ₹ 1 crore p.a.

C. Benefits, perquisites & Allowances: Upto ₹ 50 Lacs which shall include:

Furnished accommodation or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings, repairs and other amenities, car(s) with driver(s), Bonus; Performance incentive; medical reimbursement, club fees and leave travel concession for himself and his family; foreign tour for full members once in a year, medical insurance; and such other perquisites, allowances in accordance with the rules of the Company or as may be agreed by the Board of Directors and Shri Ashok K. Gupta.

The remaining terms and conditions of the remuneration shall remain same as mentioned in resolution passed by the members dated September 29, 2017.

The resolution is accordingly recommended for approval of the Members.

Except Shri Ashok K. Gupta, Managing Director and his relatives to the extent of their shareholding, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

**Item No. : 8**

In compliance with Section 185 and all other applicable provisions of the Companies Act, 2013 and Rules made there under as may be amended from time to time, Company intends to introduce a Loan Scheme for its Managing Director and Whole-Time Director. Salient features of the Loan Scheme is given below:

- i) Purpose: To enable the Managing Director and Whole-Time Director to seek unsecured Loan assistance from the Company based on their request to meet the urgent liquidity requirement, under the provisions of the Companies Act, 2013.
- ii) Amount of loan: Maximum 3 times of annual gross pay or the actual cost or the amount requested, whichever is less.
- iii) Rate of Interest: Nil
- iv) Recovery: In not more than 24 tranches.
- v) Loan can be allowed in one or more tranches.

Loan will be released based on written requirement. The above mentioned policy is subject to review by the management from time to time. The Board of Directors recommend passing of the said Resolution.

Except Shri Sanjay Gupta, Whole Time Director, Shri Ashok K. Gupta, Managing Director and Shri Vinay Gupta, Director

and their relatives to the extent of their shareholding if any in the Company, none of the other Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

**Item No. : 9**

Shri S.T. Gerela has been a Non-Executive Independent Director of the Company since September 30, 2014.

Pursuant to Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Applicable w.e.f. April 1, 2019), the Company is required to take approval of the Members by means of a Special Resolution for continuation of Directorship of Shri S.T. Gerela, who is aged 80 years by giving justification thereof. The resolution is accordingly recommended for approval of the Members by means of a Special Resolution.

Shri S.T. Gerela is a graduate in law, CAIIB and Masters in Arts. Shri S.T. Gerela is associated with various regulatory authorities such as SEBI, RBI and BS, including many others. He has an extensive experience in capital markets and fields like banking, regulatory affairs management, administrative and investor relations. He is also a member of various committees, study groups and delegations constituted by the government and semi-government authorities. He has authored several articles, research papers, books on the capital market and economic affairs. He is also a Director of other companies.

Keeping in view vast experience of Shri S.T. Gerela it will be in the interest of the Company to continue his directorship. Accordingly, Board recommends his continuation as a Director of the Company in the category of Non-Executive Independent Director upto the conclusion of the Annual General Meeting of the Company to be held in the year 2019.

Except Shri S.T. Gerela, Director and his relatives to the extent of their shareholding, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

**Registered Office:**  
37, Hargobind Enclave,  
Vikas Marg, Delhi - 110092

**By order of the Board**

Date: August 8, 2018

Adhish Swaroop  
Company Secretary

## FOR ATTENTION OF THE MEMBERS

1. Members/Proxies should bring the admission slip sent herewith duly filled in for attending the Meeting.
2. For prompt attention, requests for transfer of equity shares and related correspondence should be addressed to the Company's Registrar & Share Transfer Agent: M/s Abhipra Capital Limited, GF- Abhipra Complex, Dilkhush Industrial Area A-387, G.T. Karnal Road Azadpur, Delhi-110033. For other matters, kindly write to the Secretarial Department of the Company at 36, Kaushambi, Near Anand Vihar Terminal, Ghaziabad-201010, Delhi NCR.

Transferee(s) seeking transfer of shares in physical form should furnish PAN card to the Company/RTA for registration of transfer/transmission of shares.

3. Members are requested to refer any change of address among others. :
  - To the Company's Registrar in respect of their physical share folios.
  - To their Depository Participants (DPs) in respect of their electronic demat accounts as the Company is obliged to print the bank details on the dividend warrant as furnished by NSDL/CDSL.
4. Members are requested to:
  - Send their queries, if any at least 10 days in advance of meeting so that the information can be made available
  - Note that copies of the Annual Report will not be distributed at the Annual General Meeting
  - Note that no gifts/coupons will be distributed at the Annual General Meeting
5. Members holding shares in multiple folios are requested to apply for consolidation to the Company or to the Registrar along with relevant share certificates.
6. Dividend Warrants, Share Transfer, etc.:

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is mandatory for the company to print the bank account details of the investors in dividend payment instrument. Accordingly, the Members are requested to register/update their correct bank account details with the Company/RTA/ Depository Participant, as the case may be.

7. Unclaimed dividends - Transfer to Investor Education and Protection Fund:

Pursuant to Sections 124 and 125 and other applicable provisions, if any, of the Companies Act, 2013, the

unclaimed dividend will be transferred to the Investor Education and Protection Fund (IEPF) on expiry of 7 years from the date the dividend became due for payment.

Members who have not claimed their Dividend for the Financial Years 2011-12 onwards may send their unclaimed Dividend Warrants for revalidation to the Secretarial Department of the Company at the address given at point no. 2 above.

8. Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ("IEPF Account") within a period of 30 days of such shares becoming due to be transferred to the IEPF Account. Accordingly, the Company has during financial year 2017-18, transferred 4,057 Equity Shares of ₹ 10/- each to the IEPF Account on which the dividends had remained unpaid or unclaimed for seven consecutive years or more as on the due dates of transfer, after following the prescribed procedure.
9. As mandated by SEBI, Members holding shares in physical form are required to submit their Permanent Account Number (PAN) and Bank details to the RTA/ Company, if not registered with the Company.
10. Nomination: Pursuant to Section 72 of the Companies Act, 2013, individual Shareholders holding Equity Shares of the Company either singly or jointly may nominate an individual to whom all the rights in the Shares in the Company shall vest in the event of death of the sole/all joint Shareholders.
11. Dematerialisation of Shares and Liquidity: SEBI has mandated that securities of listed companies can be transferred only in dematerialised form from December 2018 onwards. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form. Dematerialisation facility is available both on NSDL and CDSL. Company's ISIN No. is INE702C01019.
12. Members are requested to quote their Folio No./DP ID-Client ID and details of shares held in physical/demat mode, e-mail ids and Telephone No. for prompt reply to their communications.
13. This Notice also contains a route map of the venue of AGM.





## 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](http://www.aplapollo.com) • email: [investors@aplapollo.com](mailto:investors@aplapollo.com)

## ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

Folio No.		DP ID#	
No. of Shares held		Client ID#	

I/We hereby record my / our presence at the 33<sup>rd</sup> Annual General Meeting of the Company being held on Saturday the September 29, 2018 at 11.00 a.m. at JP Hotel & Resorts, 6B, I.P. Extension, Patparganj, Near Max Hospital, Delhi - 110092.

Name of the Member (in block letters)	
Name of Proxy holder /Authorised Representative * (in block letters)	

# Applicable for investors holding shares in dematerialised form.

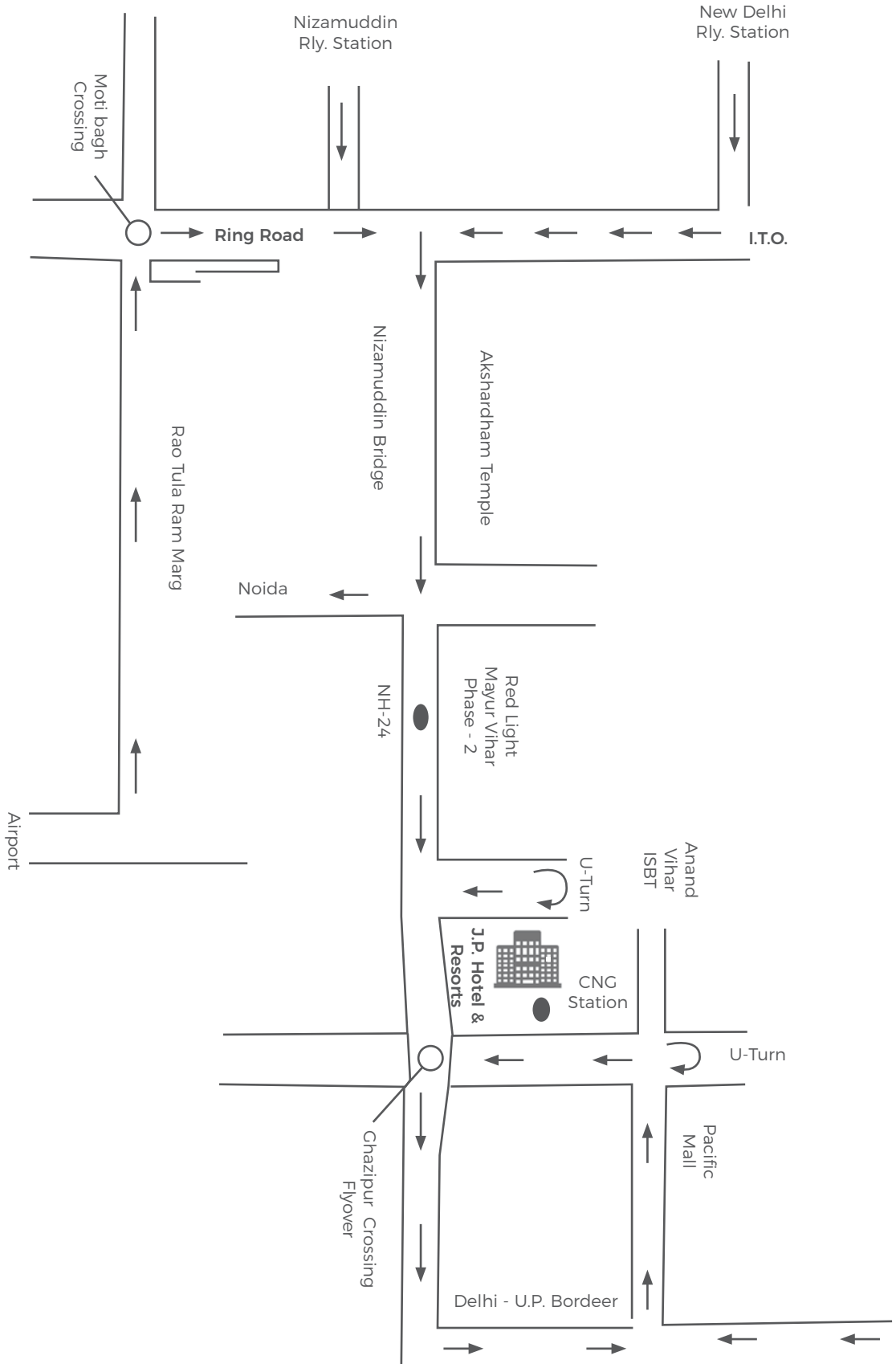
\* Strike out whichever is not applicable.

Signature of the Member/Proxy/Authorised representative\*

### Note:

1. Please complete the Folio/ DP ID-Client ID No. and name, sign this attendance Slip and hand it over at the Attendance Verification Counter at the entrance of the meeting hall.
2. Electronic copy of the Annual Report for 2017-2018 and Notice of the Annual General Meeting (AGM) alongwith Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/ Depository participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of the Annual Report for 2017-2018 and the Notice of the Annual General Meeting alongwith Attendance Slip and Proxy form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

# ROAD MAP TO THE VENUE OF THE 33<sup>RD</sup> ANNUAL GENERAL MEETING





## 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](http://www.aplapollo.com) • email: [investors@aplapollo.com](mailto:investors@aplapollo.com)

### PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the member(s):	
Registered Address:	
E-Mail ID:	
Folio No./DPID/Client ID:	

I/ We ..... being the member(s) of APL Apollo Tubes Limited, holding \_\_\_\_\_ shares hereby appoint:

(1) Name:..... E-mail id.....Signature.....or failing him;

(2) Name:..... E-mail id..... Signature.....or failing him;

(3) Name:..... E-mail id..... Signature.....or failing him;

as my/our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the 33rd Annual General Meeting of the Members of APL Apollo Tubes Limited to be held on Saturday the September 29, 2018 at 11.00 A.M. at JP Hotel & Resorts, 6B, I.P. Extension, Patparganj, Near Max Hospital, Delhi- 110092 and at any adjournment thereof in respect of such resolutions as are indicated below:

#### DESCRIPTION OF RESOLUTIONS

##### ORDINARY BUSINESS

- Adoption of Audited Financial Statements (Consolidated & Standalone) of the company for the financial year ended March 31, 2018 and the Reports of the Board of Directors and Auditors thereon.
- Declaration of dividend on the equity shares of the company for the financial year 2017-18.
- Re-appointment of Shri Sanjay Gupta (DIN: 00233188) as a Director, who retires by rotation.
- Ratification of appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants , Gurugram as the Statutory Auditors of the Company and fixation of their remuneration payable.

##### SPECIAL BUSINESS

- Ratification of remuneration payable to cost auditors M/s. R. J. Goel & Co., Cost Accountants for the Financial Year 2018-19-  
**ORDINARY RESOLUTION**
- Approval of the revised remuneration payable to Shri Sanjay Gupta, Chairman (under whole time director category) of the Company - **SPECIAL RESOLUTION**
- Approval of the revised remuneration payable to Shri Ashok K. Gupta, Managing Director of the Company - **SPECIAL RESOLUTION**
- Consent to Scheme of loan for Managing Director and Whole-time Director- **SPECIAL RESOLUTION**
- Continuation of Shri S.T. Gerela (DIN: 01565534) to be a Non-Executive Independent Director of the Company. - **SPECIAL RESOLUTION**

Signed this .....day of ..... 2018

Affix  
Revenue  
Stamp

Signature of Shareholder

Signature of Proxyholder(s)

- Notes:**
- This form of proxy in order to be effective should be duly completed and deposited at the registered office, not less than 48 hours before the commencement of the Meeting. A Proxy need not be a member of the Company.
  - A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the company. A member holding more than 10% of the total share capital of the company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

# Save Trees: Use Apollo

