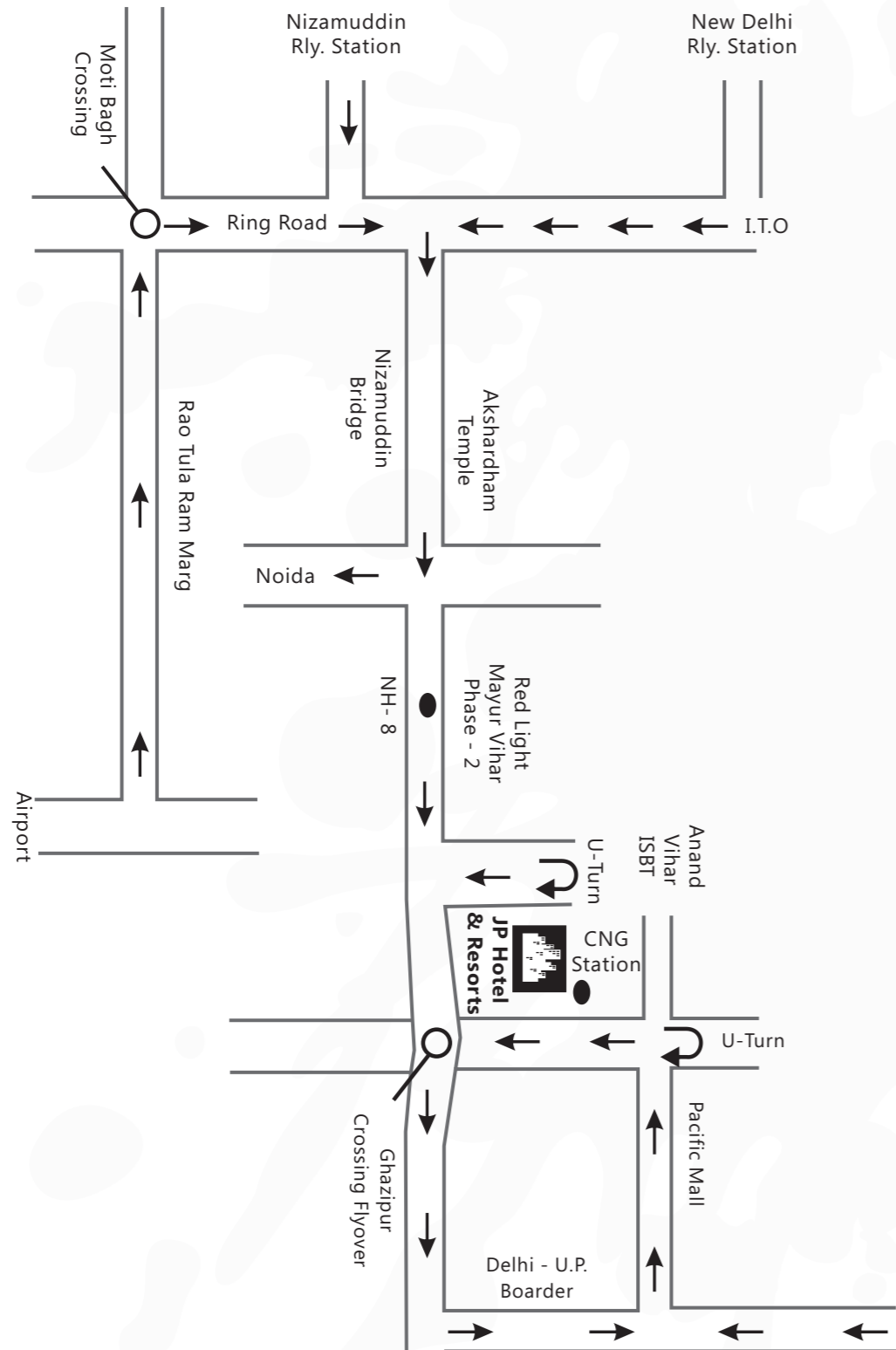


**ROAD MAP TO THE VENUE OF
THE ANNUAL GENERAL MEETING:**



APL APOLLO TUBES LIMITED
Regd. Office: 37, Hargobind Enclave,
 Vikas Marg, Delhi – 110092
Phone: 91-011- 2237 3437 • **Fax:** 91-011-2237 3537
Email id: investors@aplapollo.com
CIN: L74899DL1986PLC023443

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the THIRTY-FIRST Annual General Meeting of the Members of APL APOLLO TUBES LIMITED will be held on Saturday the 24th day of September, 2016, 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- on a standalone and consolidated basis for the financial year ended March 31, 2016 and the reports of Board of Directors and the Auditors thereon.
2. To declare dividend on Equity Shares of the Company for the Financial Year 2015-2016.
3. 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.
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, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under including any statutory modification or re-enactment thereof, for the time being in force and pursuant to recommendation of the Audit Committee and pursuant to the resolution passed by the members at the annual general meeting of the company

held on August 28, 2015, the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Registration No.117366W/W-100018), as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General meeting till the conclusion of the 35th Annual General Meeting of the Company be and is hereby ratified, at such remuneration as may be recommended by the Audit Committee and mutually agreed between the Board of Directors of the Company and the Auditors.”

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 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Mr. Romi Sehgal (DIN:03320454), who was appointed as an Additional Director of the Company with effect from 13 August 2016 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT any of the director of the company be and be hereby authorized to do all such acts, deeds and things as may be required for the above resolution."

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

"RESOLVED THAT pursuant to Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, to the extent applicable, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of ₹ 110,000/- (One lakh ten thousand only) plus service tax as applicable and reimbursement of out of pocket expenses, to be paid to M/s. R. J. Goel & Co., Cost Accountants (ICWAI Registration No. 000026), Cost Auditors of the Company, for the financial year 2016-17, as approved by the Board of Directors of the Company, be and is hereby ratified."

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 Sections 196, 197 and other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made thereunder, as amended from time to time, read with Schedule V to the Act and on recommendation of the remuneration committee the consent of the members be and is hereby accorded for the revised managerial remuneration to be payable to Sh. Sanjay Gupta, Whole-Time Director as per the details given below:

Details of Remuneration are:

Salary: ₹ 3,00,00,000/- per annum to be paid on monthly basis for the remaining period from 01-04-2016 to 31-03-2017.

The remaining terms and conditions of the appointment of Sh. Sanjay Gupta shall remain the same as mentioned in resolution passed by the members dated September 29, 2012.

Salary mentioned above includes perquisites payable to Sh. Sanjay Gupta under the Companies Act 2013.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year(s) during the currency of tenure of Sh. Sanjay Gupta, Whole-Time Director, the above mentioned remuneration be paid to Sh. Sanjay Gupta, as minimum remuneration, subject to the approval of Central Government, if necessary.

RESOLVED FURTHER THAT Sh. Vinay Gupta (DIN: 00005149), Director of the Company be and is hereby authorised to make necessary application to the Central Government, if necessary and filing of any statutory forms or other related documents for seeking its approval to the increase in the remuneration and to do all such act and things as may be necessary in this regard."

Registered Office: 37, Hargobind Enclave, Vikas Marg, Delhi - 110 092
By order of the Board
For APL Apollo Tubes Ltd.

Place: Ghazibad **Adhish Swaroop**
Date: 13 August, 2016 **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.

- The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out the material facts in respect of the business under Item Nos. 5 to 7 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 in respect of Directors proposed to be appointed / re-appointed at the Annual General Meeting, is annexed hereto.
- 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 Monday, 12th September, 2016 to Wednesday, 14th September, 2016 (both days inclusive).
- 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.

- 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
- Members holding shares in multiple folios are requested to apply for consolidation to the Company or to the Registrar along with relevant share certificates.
- As per the Circular No. MRD/Dop/Cir-5/2009 dated May 20, 2009 issued by the Securities and Exchange Board of India (SEBI), it is mandatory to quote PAN for transfer/transmission of shares in physical form. Therefore, the transferee(s)/legal heirs are required to furnish a copy of their PAN to the Registrar and Share Transfer Agent of the Company.
- Reserve Bank of India has, vide its Circular No. RBI/2009-10/109/DPSS (CO) EPPD No. 191/04.01.01/2009-10, dated July 29, 2009 instructed the banks to move to the National Electronic Clearing Services (NECS) platform with effect from October 1, 2009. In view of the aforesaid, the shareholders are requested to forthwith furnish to the Company or RTA, their new bank account number allotted to them, after the bank has implemented the Core Banking System (CBS), along with the name of the bank, branch details, the nine digit MICR Code and the account type along with their folio number and a photocopy of the cheque pertaining to their

bank account respectively, so that the future dividends, if declared, can be credited to their bank account, vide the NECS platform. In case shareholders are holding shares in demat form, there are requested to provide the above mentioned details to their respective DPs.

9. The Company is obliged to print such bank details on the dividend warrant(s)/NECS advice(s) as furnished by the depositories to the Company and the Company is constrained not to entertain any request for deletion/change in bank details already printed on the dividend warrant(s)/NECS advice(s) based on the information received from the concerned depositories, without confirmation from them. In this regard members are advised to contact their Depository Participant (DP) and furnish them the particulars of any change desired.
10. Electronic copy of the Annual Report and the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the above documents are being sent in the permitted mode.
11. Members are requested to affix their signatures at the space provided on the Attendance Slip annexed to Proxy Form and handover the Slip at the entrance of the meeting hall. Corporate members are requested to send a duly certified copy of the board resolution/power of attorney authorizing their representatives to attend and vote at the Annual General Meeting.
12. In view of the "Green Initiative" announced by Ministry of Corporate Affairs and circular issued

by the Securities and Exchange Board of India (SEBI), the Company will send all correspondences like General Meeting Notices, Annual Reports and any other communication in future (hereinafter referred as "documents") in electronic form, in lieu of physical form, to all those shareholders, whose email address is registered with Depository Participant {DP} / Registrar & Share Transfer Agent {RTA} [herein after 'registered e-mail address'] and made available to us, which would be deemed to be the shareholder's registered email address for serving documents including those covered under Section 136 of the Companies Act, 2013 read with Section 20 of the Act and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

Please Note that the Annual Report of the Company will also be available on the Company's website www.aplapollo.com for ready reference. Shareholders are also requested to take note that they will be entitled to be furnished, free of cost, the aforesaid documents, upon receipt of requisition from the shareholders, any time, as a member of the Company.

13. All documents referred to in the accompanying notice, are open for inspection at the corporate office of the Company on all working days, between 11 A.M. and 1 P.M. up to the date of meeting.
14. Members may also note that the Notice of the Annual General Meeting and the Annual Report will also be available on the Company's website www.aplapollo.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Corporate Office in Kaushambi, Ghaziabad for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such

communication in physical form, upon making a request for the same, by post free of cost. For any communication, the members may also send their requests to investors@aplapollo.com.

15. Corporate members are requested to send in advance, duly certified copy of the Board resolution / power of attorney authorising their representative to attend the Annual General Meeting.

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 31st Annual General Meeting to be held on 24th September, 2016 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 24th September, 2016.
- iii. The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
20 September, 2016, 9.00 A.M. IST	23 September, 2016, 5.00 P.M. IST

During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (September 16, 2016), 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 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 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*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> 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. 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
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio respectively in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio respectively. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

xi. After entering these details appropriately, click on "SUBMIT" tab.

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.

- 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 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.

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 16, 2016 - may follow the same instructions as mentioned above for e-voting.

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 under help

section or write an email to helpdesk.evoting@cdslindia.com.

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 16th September, 2016 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.

Mr. Deepak Kumar Lath, Practicing Company Secretary (Membership No. : FCS 5309 :: CP 3644), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor of or against, if any, forthwith to the Chairman of the Company.

The voting rights of shareholders shall be in proportion to their shares of the paid equity capital of the Company as on September 16, 2016.

The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizers' Report shall be placed on the Company's website www.aplpollo.com and on the website of CDSL within two days the passing of the resolutions at the 31st Annual General Meeting of the Company to be held on 24th September, 2016 and communicated to the NSE and BSE Ltd. where equity shares of the company are listed within the prescribed period.

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT
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	Mr. Vinay Gupta	Mr. Romi Sehgal
Date of Birth	05.09.1976	11.03.1960
Director Identification Number (DIN)	00005149	03320454
Nationality	Indian	Indian
Date of Appointment on the Board	16.05.2008	13.08.2016
Expertise in specific functional areas	Management	Technical
Qualification	Graduate	B.E.
No. of Equity Shares held in the Company	NIL	650
Terms and conditions of appointment / re-appointment	Tenure as a director is subject to retirement of directors by rotation in terms of Section 152 of the Companies Act, 2013	Tenure as a director is subject to retirement of directors by rotation in terms of Section 152 of the Companies Act, 2013
Details of remuneration sought to be paid and remuneration last drawn	Sitting fees and commission not exceeding 1% of the net profits in the aggregate for all of the non executive directors	Remuneration sought to be paid and remuneration last drawn: ₹ 62.76 lakhs per annum
Directorships held in other public companies (excluding Foreign, Private Limited and Section 8 Company)	Shri Lakshmi Metal Udyog Ltd SMT Finance and Investment Ltd Lloyds Line Pipes Limited	NIL
Membership/Chairmanship of Committee (s) of other Companies	NIL	NIL
Disclosure of Relationship with other Directors, Manager and Key Managerial Personnel of the company	Mr. Vinay Gupta is the Brother of Sh. Sanjay Gupta, Chairman of the Company	NIL
No. of meetings of the Board of Directors attended during the F.Y. 2015-16	6 (Six)	NA

**By order of the Board
APL Apollo Tubes Ltd.**

**Adhish Swaroop
Company Secretary**

**Place: Ghazibad
Date: 13 August, 2016**

**STATEMENT PURSUANT TO SECTION 102(1) OF THE
COMPANIES ACT, 2013**

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

Item Nos.: 5

Mr. Romi Sehgal (DIN : 03320454) was appointed as an Additional Director by the Board w.e.f. August 13, 2016 pursuant to Section 161 of the Companies Act, 2013. In terms of the provisions of Section 161(1) of the Companies Act, 2013, Mr. Romi Sehgal will hold office up to the date of ensuing Annual General Meeting. The Company has received notice in writing the under the provisions of Section 160 of the Companies Act, 2013 from a member proposing the candidature of Mr. Romi Sehgal as a Director of the Company, liable to retire by rotation.

Mr. Romi Sehgal has made excellent contribution to Steel and Tubes Industry for more than three and half decades. He carries throughout hands on experience in Steel Tube Industry right from designing and manufacturing of Tube Mills to putting up Green Field Projects, successful commissioning of Projects and ensuring uninterrupted optimum production from factories. He has also led in modernization and expansion of factories to meet business goals. He has dealt directly with leading players like Tata Tubes, Bhushan Group and Tube Products India for various projects in the country.

He is a Science graduate and has worked at Managerial and Leadership positions in reputed Steel Tube Industries, Atlas Steel Tubes Ltd. Atma Steel Tubes Ltd., Bharat Steel Tubes Ltd. and 13 Years in Gallium Industries Ltd. which is a manufacturer of Steel Tube equipment in collaboration with Kusahabe Elect. And Mech. Co Japan.

He has travelled quite extensively for business purposes all across the world including India and has gained vast experience and network on technical and commercial side of steel tube Industries businesses.

Keeping in view his vast experience and knowledge, it will be in the interest of the company that Mr. Romi Sehgal is appointed as a Director of the company.

Save and except Mr. Romi Sehgal and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board commends the Ordinary Resolution set out at Item Nos. 5 of the Notice for approval by the members.

Item Nos.: 6

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board shall appoint an individual who is a Cost Accountant in practice or a firm of Cost Accountants in practice, as cost auditor on the recommendations of the Audit Committee. The remuneration recommended by Audit Committee shall be considered and approved by the Board of Directors and ratified by the shareholders at the General Meeting of the Company.

On recommendation of Audit Committee the Board has considered and approved appointment of M/s. R. J. Goel & Co., Cost Accountants, for the conduct of the Cost Audit of the Company's various manufacturing units at a remuneration as mentioned in the resolution for this item of the notice.

The Resolution at item No.6 of the Notice is set out as an Ordinary Resolution for approval and ratification by the members in terms of Section 148 of the Companies Act, 2013.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

Item No. : 7

The company on September 29, 2012 had appointed Sh. Sanjay Gupta as the Chairman (under whole-time director category) of the Company for a term of 5 years with the remuneration payable of ₹ 2 crores per annum from April 1, 2012 to March 31, 2017 subject to the modification of remuneration from time to time keeping in view the prevailing industry norms. The remuneration payable to Sh. Sanjay Gupta was further modified to ₹ 2.4 Crores per annum w.e.f. April 1, 2013 for the remaining period of his tenure as whole time director and the same was approved by the members on August 30, 2013.

Sh. Sanjay Gupta has an experience of more than 2 decades in various steel industry segments, he steers the Company with the clear vision of growth in the context of the changing market scenario. However, your Directors felt that the compensation paid to Sh. Sanjay Gupta, key managerial personnel be revised w.e.f. April 1, 2016 in line with the remuneration drawn by their counterparts in the similar industries in the Country, and accordingly, the Nomination and Remuneration Committee and Board of Directors have approved increase in ceiling of compensation payable to him as per the following details:

Salary: ₹ 3,00,00,000/- per annum to be paid on monthly basis for the period from 01-04-2016 to 31-03-2017 .

The remaining term and conditions of the appointment of Sh. Sanjay Gupta shall remain the same as mentioned in the resolution passed by the members on September 29, 2012.

Salary mentioned above includes perquisites payable to Sh. Sanjay Gupta under the Companies Act 2013.

The Board of Directors may, in its discretion, pay the above named executive lower remuneration than the maximum remuneration herein above stipulated and revise the same from time to time within the maximum limit stipulated by this resolution.

Approval of the members is now being sought for the aforesaid increase in the ceiling on remuneration w.e.f. April 1, 2016. The proposed increase in ceiling is within the limits prescribed under Part II of Schedule V of Section 196 & 197 of the Companies Act, 2013 and rules made thereunder.

All other terms and conditions of appointment of aforesaid whole time directors as approved by the members remain unchanged. This explanatory statement may also be read and treated as disclosure in compliance with requirements of Section 190 of the Companies Act, 2013.

None of the Directors other than that Mr. Sanjay Gupta and Mr. Vinay Gupta and Mr. Sameer Gupta being brother of Mr. Sanjay Gupta is concerned or interested in the proposed resolutions.

Your directors recommend the resolution as at item No. 7 for your approval.

**By order of the Board
For APL Apollo Tubes Ltd.**

**Place: Ghazibad
Date: 13 August, 2016**

**Adhish Swaroop
Company Secretary**

APL APOLLO TUBES LIMITED
Regd. Office: 37, Hargobind Enclave,
Vikas Marg, Delhi – 110092
CIN: L74899DL1986PLC023443
Ph.: 91-011-2237 3437 • **Fax:** 91-011-2237 3537
Email id: comsec@aplapollo.com • **Website:** www.aplapollo.com

ATTENDANCE SLIP

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

DP ID & Client ID / Folio No.	
No. of Shares held	

I/We hereby record my / our presence at the 31st Annual General Meeting of M/s. APL APOLLO TUBES LIMITED to be held on Saturday the 24th September, 2016 at 11.00 a.m. at JP Hotel & Resorts, 6B, I.P. Extension, Patparganj, Near Max Hospital, Delhi – 110092.

Member's Folio/DP ID-Client-ID. Member's/ Proxy's name in Block Letters Member's/Proxy's Signature

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 2015-2016 and Notice of the Annual General Meeting (AGM) along with 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 2015-2016 and the Notice of the Annual General Meeting along with 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.

To
The Company Secretary,
APL Apollo Tubes Limited
37, Hargobind Enclave,
Vikas Marg, Delhi – 110092

I agree to receive all documents / notices from the Company in electronic mode. Please register my email id in your records for sending communication through e-mail. The required details are as under.

Folio No: (For Physical Shares) :

DP ID :

Client ID :

PAN No :

Name of 1st Registered Holder :

Registered address of Shareholder :

Email Id :

Contact No :

Date: **Signature of First Holder**

Important Communication to Shareholders

Green Initiative

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send e-mail at investors@aplapollo.com to update their e-mail address.

Demat Your Shares

Members are requested to convert their physical holding to demat form through any of the nearest depository participant (DPs) to avoid hassles involved with physical shares such as possibility of loss, mutilation, and to ensure safe and speedy transaction in securities.

Register Your National Electronic Clearing Services (NECS) Mandate

RBI has initiated NECS for credit of Dividend directly to the Bank Account of shareholders. Members holding shares in electronic mode are requested to register their latest Bank Account details (Core Banking Solutions enabled account number, 9 digit MICR and 11 digit IFS Code details) with their Depository Participant. Members holding shares in physical form are requested to register their latest Bank Account details (Core Banking Solutions enabled account number, 9 digit MICR and 11 digit IFS Code details) to the Company's R & T Agent.

APL APOLLO TUBES LIMITED

Regd. Office: 37, Hargobind Enclave, Vikas Marg, Delhi – 110092

CIN: L74899DL1986PLC023443

Ph.: 91-011-2237 3437 • **Fax:** 91-011-2237 3537

Email id: comsec@aplapollo.com • **Website:** www.aplapollo.com

Form No. MGT-11

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 Member(s):	
Registered Address:	
E-mail Id:	Folio No. / DP & Client Id:

I/ We being the member(s) of Shares of the above named Company 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 31st Annual General Meeting of the Members of APL Apollo Tubes Limited to be held on Saturday the 24th September, 2016 at 11.00 a.m. at JP Hotel & Resorts, 6B, I.P. Extension, Patparganj, Near Max Hospital, Delhi - 110 092 and at any adjournment thereof in respect of such resolutions as are indicated below:

DESCRIPTION OF RESOLUTIONS	For*	Against*
ORDINARY BUSINESS		
1. Adoption of Audited Financial Statements of the company (including Audited Financial Statements) for the financial year ended March 31, 2016 and the Reports of the Board of Directors and Auditors thereon		
2. Declaration of dividend on the equity shares of the company for the financial year 2015-16		
3. Re-appointment of Mr. Vinay Gupta (DIN: 00005149) as a Director		
4. Ratification of appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants, Gurgaon as the Statutory Auditors of the Company and fixation of their remuneration payable		
SPECIAL BUSINESS		
5. Approval for appointment of Mr. Romi Sehgal (DIN03320454) as Director of the company - ORDINARY RESOLUTION		
6. Ratification of remuneration payable to cost auditors M/s. R. J. Goel & Co., Cost Accountants for conducting the cost audit of the Company for the Financial Year 2016-17 - ORDINARY RESOLUTION		
7. Approval of the revised remuneration payable to Mr. Sanjay Gupta, Chairman of the company (under whole time director category) - SPECIAL RESOLUTION		

Signed thisday of 2016

Notes :

- Proxy need not be a member.
- This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

*Please tick anyone

.....
 Signature of Shareholder

**Affix
 Revenue
 Stamp**

Form No. MGT-12**POLLING PAPER**

[Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: APL Apollo Tubes Limited (CIN: L74899DL1986PLC023443)

Registered Office: 37, Hargobind Enclave, Vikas Marg, Delhi- 110 092

BALLOT PAPER

(For the 31st Annual General Meeting of the Members dated Saturday, 24th September, 2016 at 11.00 a.m. JP Hotel & Resorts, 6B, I.P. Extension, Patparganj, Near Max Hospital, Delhi- 110 092)

S.No.	Particulars	Details
1	Name of the First Named Shareholder (in block letters)	
2	Postal Address	
3	Registered Folio No. / * DP Id and Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4	Class of Shares	

I hereby exercise my vote in respect of Ordinary/Special Resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

S. No.	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
	ORDINARY BUSINESS			
1	Adoption of Audited Financial Statements of the company (including Audited Financial Statements) for the financial year ended March 31, 2016 and the Reports of the Board of Directors and Auditors thereon.			
2	Declaration of dividend on the equity shares of the company for the financial year 2015-16.			
3	Re-appointment of Mr. Vinay Gupta (DIN: 00005149) as a Director.			
4	Ratification of appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants, Gurgaon as the Statutory Auditors of the Company and fixation of their remuneration payable.			
	SPECIAL BUSINESS			
5	Approval for appointment of Mr. Romi Sehgal (DIN03320454) as Director of the company – ORDINARY RESOLUTION			
6	Ratification of remuneration payable to cost auditors M/s. R. J. Goel & Co., Cost Accountants for conducting the cost audit of the Company for the Financial Year 2016-17 – ORDINARY RESOLUTION			
7	Approval of the revised remuneration payable to Mr. Sanjay Gupta, Chairman of the company (under whole time director category) – SPECIAL RESOLUTION			

Place: Delhi

Date: 24 September, 2016

(Signature of the shareholder)