

LATH DEEPAK & ASSOCIATES
Company Secretaries

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

To
The Chairman
APL Apollo Tubes Limited
37, Hargobind Enclave, Vikas Marg,
Delhi-110092

Dear Sir,

At the outset, I would like to thank you for appointing me as the Scrutinizer for conducting the Postal Ballot process (including voting through electronic means) of your Company for passing of Special Resolution contained in Notice of Postal Ballot dated 29th October, 2016.

I am pleased to submit the Scrutinizer's Report, which is comprehensive and self-explanatory in all respect.

Yours faithfully,

For Lath Deepak & Associates
Company Secretaries



(Deepak Kumar Lath)
FCS No.5309
C.P No. 3644



Date: 17th December, 2016
Place: Delhi

Scrutinizer's Report

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of Companies
(Management and Administration) Rules, 2014]

To

The Chairman

APL Apollo Tubes Limited

37, Hargobind Enclave, Vikas Marg,

Delhi-110092

In terms of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies
(Management and Administration) Rules, 2014 including any statutory modification(s) or
re-enactment(s) thereof for the time being in force, the Board of Directors of APL Apollo
Tubes Limited (the Company), appointed me as the Scrutinizer for conducting the Postal
Ballot process (including voting through electronic means) for passing of Special
Resolution contained in Notice of Postal Ballot dated 29th October, 2016.

Accordingly, I submit my report as under:

- i. Postal Ballot Forms were scrutinized and the shareholding was confirmed with the Register of Members as on 11th November 2016.
- ii. All Postal Ballot Forms received either in physical or by casting of vote electronically through CDSL portal upto 5.00 P.M. on 15th December, 2016 the last date & time fixed by the Company for receipt of the Forms, were considered for my scrutiny.
- iii. E-voting was unblocked in presence of two witnesses, namely Priya Sharma and Dinesh Kumar Singh, who are not in the employment of the Company. Thereafter, the report for member's e-voting was downloaded.
- iv. After considering all valid Postal Ballot Forms and electronic voting, I summarise the votes cast "For" and "Against" the resolution as under:-



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Special Resolution- Issue of redeemable, non-cumulative debentures under private placement basis.

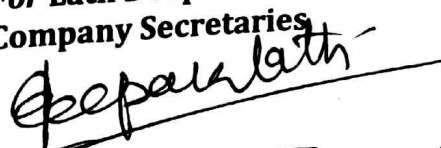
Mode of voting	Votes cast Assent (Nos.)	Votes cast Dissent (Nos.)	Votes cast Total (Nos.)	No. of Members, who cast votes
E-voting	49,17,668	3	49,17,671	30
Postal Ballot	80,41,352	-	80,41,352	7
Total	1,29,59,020	3	1,29,59,023	37
%age of total votes cast	100.00	0.00	100.00	

Thus, the Special Resolution has been passed with requisite majority.

Notes:

1. There was no duplicate voting through postal ballot and e-voting.
2. There were no invalid postal ballot forms.

Yours faithfully,
For Lath Deepak & Associates
Company Secretaries


(Deepak Kumar Lath)
FCS No.5309
C.P No. 3644

Date: 17th December, 2016
Place: Delhi



Countersigned

(Romi Sehgal)
Director