

POSTAL BALLOT NOTICE

(Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of Companies (Management & Administration) Rules, 2014).

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment(s) thereof and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018, ("SEBI ICDR Regulations") including any statutory modification or re-enactment thereof for the time being in force), and pursuant to other applicable laws and regulations, that the resolutions appended below are proposed to be passed as Special Resolution by the members of the Company by way of postal ballot / electronic voting (e-voting). The explanatory statement pertaining to the proposed resolutions setting out the material facts concerning each resolution and the reasons thereof is annexed hereto with a Postal Ballot Form (the "form") for your consideration.

The Board of Directors of the Company (the "Board") has appointed Mr. Deepak Kumar Lath (M. No. **5309**) of M/s. Lath Deepak & Associates,, Practicing Company Secretaries, as the Scrutinizer for conducting Postal Ballot process (including remote e-voting) in a fair and transparent manner.

The members holding Equity Shares of the Company have the option to vote either by Postal Ballot or through remote e-voting. Members are requested to carefully read the instructions printed on the Form, record their assent (For) or dissent (Against) therein by filling necessary details and affixing their signature at the designated place in the Form and return the same in original duly completed in all respects in the enclosed self-addressed, pre-paid postage business reply envelope (if posted in India) so as to reach the Scrutinizer at the Registered Office of the Company on or before the close of working hours i.e. 5.00 P.M. on Thursday April 04, 2019. Postal Ballot Forms received after this date shall be treated as if reply from the member has not been received.

If a member has opted for Physical Postal Ballot, then he/she should not vote by e-voting and vice versa.

Pursuant to Section 108 of the Companies Act, 2013 and other applicable provisions of the Act, read with Companies (Management and Administration) Rules, 2014, and in compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended from time to time, the Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility to the members of the Company. Accordingly, the Company is providing e-voting facility for voting electronically on the resolutions proposed in this Postal Ballot Notice. Members desiring to opt for the e-voting facility are requested to read carefully the related notes to this Postal Ballot Notice and instructions given thereunder.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman. The result of the Postal Ballot (including voting through electronic means) would be announced by the Chairman of the Company by April 06, 2019 on or before 5.00 P.M, at the Registered Office of the Company.

The said result would be intimated to Stock Exchange(s) i.e. BSE Limited ('BSE') and National Stock Exchange of India Limited (NSE), where the Shares of the Company are listed and displayed on the Company's website: <https://www.aplapollo.com/> and of CDSL: www.evotingindia.com

SPECIAL BUSINESSES:

ITEM NO. 1 – ISSUANCE OF 4,00,000 EQUITY SHARES ON PREFERENTIAL BASIS TO AN ENTITY BELONGING TO PROMOTER CATEGORY

To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the **“Companies Act”**) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with the relevant stock exchange(s) where the shares of the Company are listed (**“Stock Exchange(s)”**), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (**“SEBI”**), as amended including the SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Government of India and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, Reserve Bank of India, SEBI, Stock Exchange(s) and any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the board of directors of the Company (hereinafter referred to as the **“Board”** which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, upto 4,00,000 (Four Lakhs) Equity Shares of face value of Rs.10/- (Rupees Ten only) each fully paid up for cash, **at an issue price of Rs. 1800/- (Rupees One Thousand Eight Hundred Only) per Equity Share** or at such other higher price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, to the below-mentioned **Proposed Equity Allottee** in the manner as follows:

Sr. No	Name of Proposed Allottee	Category	No. of Equity Sharers
1	APL Infrastructure Private Limited	Promoter Group	4,00,000

RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 for the determination of issue price of Equity Shares is Tuesday, March 05, 2019, i.e. 30 days prior to the last date for receipt of postal ballots.

RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- (a) The Proposed Allottee of Equity Shares shall be required to bring in 100% of the consideration, for the Equity Shares to be allotted, on or prior to the date of allotment thereof.
- (b) The consideration for allotment of Equity Shares shall be paid to the Company by the Proposed Equity Allottee from its respective bank accounts.

- (c) The pre-preferential shareholding of the Proposed Equity Allottee and Equity Shares to be allotted shall be under lock in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- (d) The Equity Shares so allotted to the Proposed Equity Allottee under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations, 2018 except to the extent and in the manner permitted there under.
- (e) Allotment of Equity Shares shall only be made in dematerialized form.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid up Equity Shares of face value of Rs.10/- (Rupees Ten only) each of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/Committee(s) of the Board and the Company Secretary be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchanges, filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions/difficulties that may arise in the proposed issue, of the said Equity Shares, including making an offer to the proposed allottee through private placement offer letter, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

ITEM NO. 2 – ISSUANCE OF 5,00,000 FULLY CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO AN ENTITY BELONGING TO PROMOTER CATEGORY.

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 Section 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014 and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the Listing Agreement entered into by the Company with the Stock Exchange(s) where the shares of the Company are listed (“Stock Exchange(s)”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), including the SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, SEBI (Substantial Acquisitions and Takeovers) Regulations, 2011 and any amendment thereof and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) and any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board” which terms shall be

deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred by this resolution), the consent of the members be and is hereby accorded to the Board to offer, issue and allot upto 5,00,000 (Five Lakhs) **Fully Convertible Warrants** (“**Warrants**”) to be convertible at an option of Warrant holder in one or more tranches, within 18 (Eighteen) months from its allotment date into equivalent number of fully paid up Equity Shares of face value of Rs.10/- (Rupees Ten only) each for cash **at an issue price of Rs. 2000/- per warrant (Rupees Two thousand only)** or such other higher price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations and to issue fresh Equity Shares on the conversion of Warrants, to the below-mentioned proposed allottee, in the manner as follows:

S. No	Name of Proposed Allottee	Category	No. of Warrants
1	APL Infrastructure Private Limited	Promoter Group	5,00,000

RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 for the determination of issue price of Warrants is Tuesday, March 05, 2019, i.e. 30 days prior to the last date for receipt of postal ballots.

RESOLVED FURTHER THAT aforesaid issue of Warrants shall be subject to the following terms and conditions:

- (a) Each Warrant held by the Proposed Warrant Allottee (“**Warrant Holder**”) shall entitle them to apply for and obtain allotment of one Equity Share at any time after the date of allotment but on or before the expiry of 18 (eighteen) months from the date of allotment (the “**Warrant Exercise Period**”).
- (b) The Proposed Warrant Allottee shall, on the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI (ICDR) Regulations, 2018 which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.
- (c) Warrants, being allotted to the Proposed Warrant Allottee and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under SEBI (ICDR) Regulations.
- (d) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
- (e) Warrants shall be issued and allotted by the Company only in dematerialized form.
- (f) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the respective Proposed Warrant Allottee.
- (g) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- (h) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of aforesaid Warrants shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid up Equity Shares of face value of Rs.10/- (Rupees Ten only) each of the Company and shall subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board/Committee(s) of the Board and the Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder, applications to Stock Exchanges, filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, of the said Warrants, including making an offer to the proposed warrant allottee through private placement offer letter, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

NOTES FOR MEMBER’S ATTENTION:

1. A Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts and reasons for the proposed resolutions at Item No. 1 & 2 set out above is annexed hereto.
2. As per Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Notice of postal ballot along with physical form through post/courier. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Form may download the Postal Ballot Form attached to the e-mail or from the Company’s website www.aplapollo.com.
3. The Notice of postal ballot has been sent to all the members of the Company whose names appear on the Register of Members / List of beneficial owners from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the close of business hours on Friday, February 22, 2019 (cut-off date). The Notice of postal ballot is being sent to members in electronic form to the email addresses registered with their Depository Participant (in case of electronic shareholding) / the Company’s Registrar and Share Transfer Agents (in case of physical shareholding). For members whose email IDs are not registered, physical copies of the Notice of postal ballot are being sent by post along with postage prepaid self-addressed Business Reply Envelope.
4. Only a member who is entitled to vote is entitled to exercise his/her vote through postal ballot. A member cannot exercise his vote by proxy on postal ballot. Further, a person who is not a member of the Company as on the Cut-off date should treat this Notice as intimation only.

5. Members who have not received the postal ballot form may apply to the Company to obtain duplicate form.
6. The postage will be borne and paid by the Company, however envelopes containing postal ballots, if sent by courier or by Registered Post at the expense of the members will also be accepted. It is, however, clarified that members desiring to exercise their vote from outside of India will have to arrange for postage from the country where the ballot papers are dispatched to the Scrutinizer.

General Instructions:

7. Members have option to vote either through Postal Ballot Form or through e-voting. In case members cast their votes through both the modes. Voting done by e-voting shall prevail and votes cast through physical Postal Ballot will be treated as invalid.
8. The voting rights of the members shall be in the proportion to their share of the paid-up equity share capital as on cut- off date i.e. Friday, February 22, 2019.
9. The resolutions, if approved, by the requisite majority shall be deemed to have been passed on the last date for receipt of duly completed Postal Ballot Forms or e-voting i.e. .April 04, 2019.
10. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts are open for inspection by the Members at the Registered Office of the Company between 10.00 A.M to 12.00 Noon on all working days of the Company from the date thereof upto Thursday, April 04, 2019.
11. To support the “Green Initiative” Members who have not registered their e-mail addresses so far are requested to register their e-mail address with the Company’s Share Registrars and Transfer Agents/ their Depository Participants, in respect of shares held in physical/ electronic mode respectively.
12. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

Voting through electronic means:

Pursuant to Section 108 and other applicable provisions of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, and in compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended from time to time, the Company is pleased to provide its members the facility of remote e-voting. The Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the members to cast their votes electronically (hereinafter referred to as the “Remote e-voting) instead of Postal Ballot Form/ E-voting is optional.

The instructions for shareholders voting electronically are as under:

A. In case a member receives Notice through an e-mail:

- a) **The voting period begins on Wednesday, March 06, 2019 at 10:00 A.M. and ends on Thursday, April 04, 2019 at 5:00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday,

February 22, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting at 5:00 P.M. on Thursday, April 04, 2019.

- b) Shareholders who have already voted through e-voting would not be entitled to vote through Physical Ballot.
- c) The shareholders should log on to the e-voting website www.evotingindia.com.
- d) Click on Shareholders/Members.
- e) Now Enter your User ID

1. For CDSL: 16 digits beneficiary ID,
2. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
3. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- f) Next enter the Image Verification as displayed and Click on Login.
- g) 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.
- h) 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> <p>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 8 digits of the sequence number in the PAN field.</p> <p>In case the sequence 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. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
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 (v).</p>

- i) After entering these details appropriately, click on "SUBMIT" tab.
- j) Members holding shares in physical form will then directly reach 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.
- k) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- l) Click on the EVSN for the relevant APL APOLLO TUBES LIMITED on which you choose to vote.
- m) 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.

- n) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- o) 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.
- p) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- q) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- r) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- s) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- t) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- u) 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- v) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Friday, February 22, 2019 may follow the same instructions as mentioned above for e-Voting.
- w) In case a member receives physical copy of the Postal Ballot Notice [for Members whose email IDs are not registered with the Company/ Depository Participant(s)]:
- x) User ID and initial password as provided overleaf.
- y) Please follow all steps as mentioned in (A) above, to cast your vote.
- B. In case a member receives physical copy of the Postal Ballot Notice [for Members whose email IDs are not registered with the Company/ Depository Participant(s)]:
- I. User ID and initial password as provided overleaf.
 - II. Please follow all steps as mentioned in (A) above, to cast your vote.

**By Order of the Board of Directors
For APL Apollo Tubes Limited**

Sd/-

Place: Delhi
Date: 25.02.2019

(Company Secretary)

ANNEXURE TO THE NOTICE

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

ITEM NO. 1 & 2: Preferential Allotment of Equity Shares and Warrants

The Special Resolutions contained in Item No. 1&2 of the Notice, have been proposed pursuant to the provisions of Sections 42, 62 of the Companies Act, 2013 and Chapter V of SEBI ICDR Regulations, 2018, to issue and allot the below-mentioned securities to “APL Infrastructure Private Limited”, being an entity belonging to Promoter Category:

- Upto 4,00,000 Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each;
- Upto 5,00,000 Fully Convertible Warrants of face value of Rs. 10/- (Rupees Ten Only) each,

The said proposal has been considered and approved by the Board in their meeting held on November 05, 2018.

The offer for the proposed allotments as mentioned above in Items 1 and 2 shall be made by way of a common offer letter (PAS-4) to be issued to the APL Infrastructure Private Limited.

The details of the issue and other particulars as required in terms of Regulation 163 of the SEBI (ICDR) Regulations, 2018 and other applicable statutes in relation to the proposed Special Resolution are given hereunder:

I. Objects of the Issue

The Company requires infusion of funds to augment funding needs of the Company viz., to meet the working capital requirements, completion of existing projects, general corporate purpose, to support the future growth plans of the Company and to further invest in the subsidiaries and such other purpose as the Board may decide.

II. Intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer.

Proposed allottee, namely, APL Infrastructure Private Limited, belonging to promoter category, intends to subscribe 5,00,000 Warrants and 4,00,000 Equity Shares. Except aforementioned, none of the promoters, Director or Key Managerial Personnel intends to subscribe to any shares pursuant to this preferential issue of Equity Shares and Warrants.

III. The Shareholding Pattern of the issuer before and after the preferential issue:

The shareholding pattern of the Company before and after the proposed preferential issue is likely to be as follows:

Category	Pre issue Shareholding Structure as on 22.02.2019		No. of Equity Shares to be allotted	Post Issue Shareholding		No. of Warrants to be Allotted	Post Issue Shareholding (Presuming allotment of equity shares and full conversion of Warrants)#	
	No. of Shares	%		No. of Shares	%		No. of Shares	%
(A) Promoter & Promoter Group								
(a) Individuals /HUF	815000	3.43	–	815000	3.37		815000	3.31

(c) Bodies Corporate	8025187	33.79	400000	8425187	34.89	500000	8925187	36.21
Total shareholding of Promoter & Promoter Group	8840187	37.22		9240187	38.26		9740187	39.52
(B) Public								
(B1) Institutions Investors (Including Mutual Funds/Banks/ Financial institutions, etc)	3252446	13.69		3252446	13.47		3252446	13.19
B2)Government Holding	0	0		0	0		0	0
B3) Non-Institutions								
Individuals	3167345	13.34		3167345	13.12		3167345	12.85
Body Corporates	7034852	29.62		7034852	29.13		7034852	28.54
Any other (including HUF, Trusts, NRIs, etc)	1452852	6.12		1452852	6.02		1452852	5.89
Total Public Shareholding	14907495	62.77		14907495	61.73		14907495	60.47
(C) Non Promoter - Non Public								
Shares Held By Employee Trust	1649	0.01		1649	0.01		1649	0.01
TOTAL (A+B+C)	23749331	100.00		24149331	100.00		24649331	100.00

#Post shareholding structure may change depending upon any other corporate action in between.

IV. Proposed time limit within which the allotment shall be completed:

In terms of Regulation 170 of the SEBI ICDR Regulations, preferential allotment of Equity Shares and warrants will be completed within a period of 15 (fifteen) days from the date of passing of special resolution at item nos. 1 and 2.

Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

V. Securities to be issued, particulars of the proposed allottees, the identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and / or who ultimately control the proposed allottee and the percentage of post preferential issue capital that may be held by them:

The pre and post preferential issue capital will be as follows:

Name of the Proposed Allottee	Category	Present Pre Issue Shareholding		Proposed No. of Warrants to be Allotted	Proposed No. of Equity Shares to be Allotted	Post Issue Shareholding after allotment of Equity Shares		Post Issue Shareholding (Presuming allotment of equity shares and full conversion of Warrants)#		Ultimate Beneficial Owner
		Pre-Issue Holding	% Total Equity Capital			Post-Issue Holding	% Total Equity Capital	Post-Issue Holding	% Total Equity Capital	
APL Infrastructure Pvt. Ltd.	Promoter Group	8025187	33.79	5,00,000	4,00,000	8425187	34.89	8925187	36.21	Mr. Sanjay Gupta

VI. Consequential Changes in the Voting Rights and Change in Management

As a result of the proposed preferential issue of Equity Shares and Warrants and upon conversion of the Warrants, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

VII. Lock-in Period:

The pre-preferential allotment shareholding of the proposed allottee and the equity shares to be allotted on preferential basis to the persons belonging to Promoter Group shall be subject to lock-in', in accordance with Regulation 167 of the SEBI ICDR Regulations, 2018.

VIII. Issue price and relevant date:

In terms of Regulation 161 of SEBI ICDR Regulations, the Relevant Date has been reckoned as Tuesday, March 05, 2019, for the purpose of computation of issue price of the said Equity Shares and Warrants.

Since, the Equity Shares of the Company are listed on BSE Limited (BSE) & National Stock Exchange of India Limited (NSE) and are frequently traded and accordingly, the minimum issue price has been calculated on the basis of trading at NSE. Therefore, in terms of Regulation 164 of the SEBI ICDR Regulations, the Issue Price has been computed as Rs. 1,800/- and Rs. 2,000/- per Share and Warrant respectively.

IX. Re-computation of Issue Price:

The Board of Directors of the Company undertake that:

Since the Company's Equity Shares are listed and traded for a period more than twenty six weeks, therefore, there is no need for the Company to re-compute the price of Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations, 2009.

X. Auditor's Certificate:

The certificate from M/s Deloitte Haskins & Sells LLP, Chartered Accountants, Gurugram being the Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company during 10:00 A. M. to 5:00 P.M. (office hours) up to the date of declaration of results.

XI. Disclosure with regard to the names of issuer, its promoter or any of its directors not appearing in the list of wilful defaulter as issued by RBI.

The Company, its promoters and its directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India.

XII. Report of registered valuer:

No report of registered valuer is required for the offer, issue and allotment of the Equity Shares, Warrants and Equity Shares arising on exercise of the Warrants under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debenture) Rules, 2014, as amended.

XIII. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

None of the Directors or key managerial personnel or their relatives are in any way concerned or interested, financially or otherwise, in the above referred resolutions except Shri Sanjay Gupta, by virtue of his directorship in APL Infrastructure Private Limited.

The Board of Directors recommends the resolutions as set out in item no.1 and 2 of this notice for the issue of Equity Shares and Warrants, on a preferential basis, to the persons belonging to the promoter category by way of Special Resolution.

**By Order of the Board of Directors
For APL Apollo Tubes Limited**

**Place: Delhi
Date: 25.02.2019**

Sd/-

(Company Secretary)

POSTAL BALLOT FORM

Sl. No:

1. Name(s) of Member(s)/Beneficial Owner(s) (in block :
letters)
(including joint holders, if any)
2. Registered address of the sole/first named Member(s)/ :
beneficial owner(s)
3. Registered folio No./DP ID No./Client ID No*. :
(*Applicable to investors holding shares in
dematerialized form)
4. Number of Equity Shares held :

I/We hereby exercise my / our vote in respect of the Special Resolution(s) to be passed through postal ballot for the business stated in the Notice of postal ballot issued by the company dated 25th February, 2019 by sending my/our assent/dissent to the said resolution by placing the tick (✓) mark at the appropriate box below:

S. No	Description	No. of Equity shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1	Issuance of 4,00,000 Equity Shares on Preferential Basis to an Entity Belonging to Promoter Category			
2	Issuance of 5,00,000 Warrants on Preferential Basis to an Entity Belonging to Promoter Category			

Place: _____

Date:

(Signature of Member)

Electronic Voting Particulars

EVEN (Electronic Voting Event Number)	User ID	Password

Note: For e-voting, please refer the instructions under “E-Voting Facility” in the Notice attached herewith.

Last date for Receipt of Postal Ballot Form by the Scrutinizer:

Note: Last Date of receiving Postal Ballot Forms by the Scrutinizer: April 04, 2019.

INSTRUCTIONS FOR VOTING THROUGH POSTAL BALLOT FORM

Voting in Physical form:

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer at AA-175, First Floor, Shalimar Bagh, Near Fortis Hospital, Delhi-110088 in the enclosed self-addressed postage pre-paid envelope.
2. This form should be completed and signed by the member/beneficial owner. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company, in event the shares are in the physical form and as per the specimen signature furnished by National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL), in respect of shares held in dematerialized form) by the first named member/beneficial owner and in his absence, by the next named member/beneficial owner. There will be one postal ballot form for every Folio/Client ID irrespective of the number of joint holders.
3. A Member need not use all his/her votes nor needs to cast all his/her votes in the same way. The right of voting by Postal Ballot cannot be exercised by a Proxy.
4. The consent must be accorded by recording the assent in the column “**FOR**” and dissent in the column “**AGAINST**” to the proposed resolution by placing a tick mark (√) in the appropriate column. The assent or dissent received in any other form shall not be considered valid.
5. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on Friday, February 22, 2019 (cut-off date).
6. Duly completed postal ballot form should reach the Scrutinizer not later than close of business hours at 5.00 p.m. on **April 04, 2019**. All postal ballot forms received after this date will be strictly treated as if the reply from the member/beneficial owner has not been received.
7. In case of shares held by Corporates and Institutional Shareholders (companies, trusts, societies etc.) the duly completed postal ballot form should be accompanied by a certified true copy of Board Resolution/Authority, authorizing the signatory to execute and sign the postal ballot form, with the specimen signature of the authorized signatory duly attested. Further, where the form has been signed by a representative of the President of India or Governor of State, certified copy of the nomination should accompany the postal ballot form.
8. Members/ beneficial owners are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed envelope, other than the resolution/authority mentioned above, as the envelope will be sent to the Scrutinizer and any extraneous paper found in the envelope would not be considered and would be destroyed by the Scrutinizer. Members/beneficial owners are also requested not to write anything on the postal ballot form except giving their assent or dissent and affixing their signatures.
9. In case a member is desirous of printed postal ballot form or a duplicate thereof, he or she may send an email at rta@abhipra.com or write to Abhipra Capital Ltd, the Registrars & Share Transfer Agents (RTA) of the Company. The RTA/Company shall forward the same along with the business reply to the member. However, the duly filled in and signed duplicate postal ballot form should reach the Scrutinizer not later than the date specified in Point No. 6 above.
10. The Scrutinizer's decision on the validity of a postal ballot will be final.

11. Incomplete, unsigned, incorrect, defaced, torn, mutilated, overwritten postal ballot forms or postal ballot forms defective in any manner are liable to be rejected.
12. Members are requested to fill in the postal ballot form in indelible ink and not in any erasable writing mode.
13. The results of the voting by postal ballot will be announced by the Chairman of the Company or in his absence, any person authorized by him, by April 06, 2019 at 5.00 P.M.

Voting in Electronic form

The Company is pleased to offer e-voting facility as an alternate for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure on e-voting is enumerated in the Notes to the Postal Ballot Notice.