



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 ● email: investors@aplapollo.com

NOTICE OF POSTAL BALLOT

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

TO THE SHAREHOLDERS OF THE COMPANY

Notice is hereby given pursuant to the shareholders of APL Apollo Tubes Limited (the “Company”) that the resolution appended below is proposed by the Shareholders through Postal Ballot/Electronic Voting (e-voting) as Special Resolution in accordance with the provisions of Section 110 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) read with Companies (Management and Administration) Rules, 2014 (hereinafter referred to as “the Rules”) including any statutory modification(s) or re-enactment(s) thereof for the time being in force.

AS SPECIAL BUSINESS

OFFER AND ISSUE OF REDEEMABLE, NON-CUMULATIVE DEBENTURES UNDER PRIVATE PLACEMENT BASIS

To consider and if thought fit, to give assent or dissent to the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 42 of the Companies Act, 2013, Section 71 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any, (including any amendment thereto or modification(s) or re-enactment(s) thereof, and in accordance with the provisions of the Memorandum and Articles of Association of the Company, Listing Agreement entered into by the Company with the Stock Exchanges where the Equity Shares of the Company are listed and in accordance with the Securities Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended from time to time and in accordance with any other applicable law or Regulation in India or outside India, including without limitation, the provisions of the Foreign Exchange Management Act, 1999 (“FEMA”) and Rules and Regulations framed there under as amended from time to time and subject to (a) other applicable Rules, Regulations and Guidelines issued by Securities Exchange Board of India (“SEBI”), the Reserve Bank of India (RBI), the Government of India (“GOI”) and any other concerned authorities from time to time, to the extent applicable, (b) such approvals, permissions, consents and sanctions as may be necessary, from SEBI, Stock Exchange(s), RBI, GOI and any other appropriate authorities, institutions or bodies as may be required in this regard (c) to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and / or sanctions, the Board of Directors of the Company decided (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board has constituted or may hereafter constitute to exercise its powers including the power conferred by this resolution) to offer, issue and allot such number of Secured Redeemable Non-Convertible Debentures (“NCD”) in one or more tranches, on Private Placement basis to investors including Foreign Portfolio Investors (FPI) under the SEBI (Foreign Portfolio Investors) Regulations, 2014, in terms of Securities and Exchange Board of India (Issue of Listing of Debt Securities)

Regulations, 2008, as amended from time to time, through an Information Memorandum and Private Placement Offer Letter(s) of an aggregate issue size not exceeding Rs. 125 Crores (Rupees One Hundred Twenty Five Crores only) for the Company's working capital and other corporate purposes at such price or prices and other terms of issue, as may be decided by the Board in accordance with SEBI (Issue and Listing of Debt Securities) Regulations, 2008 as amended from time to time, including amendments thereto, and on such terms and conditions as the Board may in its absolute direction decide in accordance with the directives / guidelines issued by the appropriate authorities and in consultation with the Arranger, and / or Advisor(s), etc., but without requiring any further approval or consent from the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint Arranger(s), Debenture Trustee(s), Depositories, Credit Rating Agency(ies), Custodian(s), Registrar(s), Banker(s), Lawyer(s), Advisor(s), Accountants and such other agencies as may require to be appointed, involved or concerned in the said issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them in relation to out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc., with such agencies and also to seek the listing and trading of the Debentures being offered in the said issue on the Stock Exchange(s) where the Equity Shares of the Company are listed.

RESOLVED FURTHER THAT for the purpose of giving effect to any issue, offer or allotment of Debentures as described above, the Board be and is hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, entering into arrangements for managing, underwriting, marketing, listing, trading and acting as Depository, Custodian, Registrar, paying and Conversion Agent, Credit Rating Agency, Trustee and to issue any offer document(s) and sign all applications, filings, deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts, that may arise in regard to such issue(s) or allotment(s) as it may, in its absolute direction deem fit;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary and to execute all such agreements, documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee / Committee of Directors or to the Managing Director or any Officer(s) of the Company in such manner as they may deem fit in their absolute direction, subject to applicable law;

RESOLVED FURTHER THAT this resolution shall be valid for a period of 12 months from the date of passing of this Resolution by the Members or such other time as may be permitted in law."

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

**Date: October 29, 2016
Place: Delhi**

**Adhish Swaroop
Company Secretary**

**Registered office:
37, Hargobind Enclave, Vikas Marg,
Delhi- 1100 092.**

Notes:

1. Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning the Special Resolution is annexed herewith.
2. Pursuant to provisions of Section 110 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) read with Companies (Management and Administration) Rules, 2014, assent or dissent of the members in respect of the above stated resolution is being taken through postal ballot/Electronic Voting (e-voting).
3. The Company has appointed Mr. Deepak Kumar Lath of Lath Deepak & Associates, Company Secretaries, as Scrutiniser for conducting the entire Postal Ballot/ Electronic Voting (e-voting) process in a fair and transparent manner.
4. The Notice is being sent to all the members, whose names appear on the Register of Members/Record of depositories as on November 11, 2016.
5. In furtherance to Go Green initiative by the Government, Postal Ballot Notice along with Postal Ballot Form is being sent to all the Members through e-mail, whose e-mail ids are registered with the Company/Depository Participants and to all other members by post/courier along with postal ballot form.
6. In compliance with provisions of Section 108 and 110 of the Act, read with the Companies (Management and Administration) Rules, 2014 and the SEBI (LODR) Regulations, 2015, the Company is pleased to offer e-voting facility to all the members, to enable them to cast their votes electronically instead of dispatching Postal Ballot Forms. E-voting is optional for Members.
7. Please note that the members can opt only one mode of voting i.e., through postal ballot or e-voting. In case of voting by both the modes, voting done through e-voting will prevail and voting done by physical postal ballot will be ignored.
8. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from Company’s website i.e. <http://www.aplapollo.com/> or seek duplicate Postal Ballot Form from the Company’s Registrar and Share Transfer Agents.
9. The Notice is also placed on the Company’s website, <http://www.aplapollo.com/>.
10. Voting period commences on and from 16th November, 2016 from 10:00 P.M. and ends on 15th December, 2016 at 5:00 P.M.
11. Voting Rights in Postal Ballot cannot be exercised by a Proxy.
12. For the purpose of voting through physical ballots, you are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form (no other Form or photo copy is permitted) duly completed, in the enclosed Stamped Self Addressed Envelope, so as to reach the Scrutiniser at the address of the Company as printed on the said prepaid envelope on or before 15th December, 2016 (5:00 P.M.). The Postal Ballot Forms received after this date will be treated as if reply from the Members has not been received. No other request/details furnished in the Stamped Self Addressed envelope will be entertained.
13. The Scrutiniser will submit his report to the Chairman after completion of scrutiny of Postal Ballot (including e-voting) on or before 17th December, 2016.

14. The Chairman and in his absence any Director/Officer of the Company authorised by the Chairman will declare/announce the results of the Postal Ballot on or before 17th December, 2016. The resolution of Postal Ballot /E-voting shall be deemed to have been passed on 15th December, 2016, being the last date for receipt of duly completed Postal Ballot form or e-voting.
15. The results along with scrutinizer report shall be placed on the website of the Company and on the website of the CDSL and communicated to the Stock Exchanges where the Company's shares are listed.
16. Mr. Adhish Swaroop, Company Secretary of the Company, has been appointed as the person responsible for the entire Postal Ballot process. He will be responsible to address the grievances connected with the Postal Ballot.
17. Documents specifically stated in the Notice and Statement pursuant to Section 102 of the Act are open for inspection at the Registered Office of the Company between 2:00 P.M. and 4:00 P.M. on all working days upto the date of announcement of result of Postal Ballot.

Electronic Voting

The company offered e-voting facility to its members enabling them to cast their vote electronically. The company has signed an agreement with the **CDSL** for facilitating e-voting to enable the shareholders to cast their votes electronically pursuant to Clause 35B of the Listing Agreement.

(A) The instructions and other information for e-voting are as under:

- i. The e-voting facility can be availed by typing the link www.evotingindia.com in the internet browser.
- ii. Click on the "shareholders" tab.
- iii. Now select the Company name from the drop down menu and click on "SUBMIT"
- iv. 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.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. 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.
- vii. 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	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio respectively.</p> <p>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.</p>
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viii. After entering these details appropriately, click on “SUBMIT” tab.

ix. 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.

x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xi. 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.

xii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

xiii. 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.

xiv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

xv. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

xvi. 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.

xvii. Shareholders can also cast vote 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. Apple 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.

xviii. 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 Corporate 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.

(B) In case of Members receiving Postal Ballot Form by Post:

For Members whose email IDs are not registered with the Company / depository participant(s) and who receive the physical postal ballot forms, the following instructions may be noted:

- (i) Initial password is provided at the bottom of the Postal Ballot Form.

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xviii) as mentioned in (A) above, to cast vote.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting User Manual for Shareholders, available at the download section of helpdesk.evoting@cdslindia.com.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

In order to augment the long-term resources for the working capital requirement of the company including reduction of high cost long-term debt, it is advisable to issue Secured Non-convertible Debentures. The board of directors in their meeting held on 29.10.2016 has decided to issue Secured Non - Convertible Debenture, subject to necessary approval, not exceeding Rs. 125 Crores in the aggregate, on such terms may deem proper at the appropriate time, by way of on private placement basis to any person or persons whether he / they may or may not be member(s) of the company subject to the applicable guidelines, if any, in this behalf of Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI).

Section 42 of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, lays down the provisions subject to which a company is allowed to issue Securities on Private Placement basis. Every proposed offer of Securities or invitation to subscribe to Securities on Private Placement basis requires prior approval of Members of the Company by way of a Special Resolution. However, in case of offer / issuance of Secured Non-Convertible Debentures (NCDs), passing of a Special Resolution by the Members for all such offers / invitation for such debentures, once in a year is sufficient. In view of the aforesaid provisions and in order to augment the business of the Company, it is proposed to take the approval of the Members for borrowing from time to time, by issuance of Non-Convertible Debentures, not exceeding Rs. 125 Crores (Rupees One Hundred and Twenty Five Crore only). The said limit of Rs. 125 Crores (Rupees One Hundred and Twenty Five Crore only) shall be within the overall borrowing limits under Section 180 (1) (c) of the Companies Act, 2013 as approved by the Members at its Annual General Meeting held on 28th August 2015.

The pricing of the NCDs will depend primarily upon the then prevailing market conditions and the regulatory scenario. The pricing for each of the issuance would be approved by the Board of Directors or any of its Committee duly authorized in this regard.

The Resolution is accordingly recommended for approval of Members as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives, are in any way, financial or otherwise, is interested or concerned in the aforesaid resolution.

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

**Date: October 29, 2016
Place: Delhi**

**Adhish Swaroop
Company Secretary**

**Registered office:
37, Hargobind Enclave, Vikas Marg,
Delhi- 1100 092.**



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POSTAL BALLOT FORM

- | | SR. 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 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 October 29, 2016 by sending my/our assent/dissent to the said resolution by placing the tick (✓) mark at the appropriate box below: -

<u>S. No</u>	<u>Description</u>	No. of Equity shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1	Special Resolution for issue of redeemable, non-cumulative debentures under private placement basis			

Place: _____
 Date: _____ (Signature of the shareholder)

ELECTRONIC VOTING PARTICULARS

EVSN	USER ID	PASSWORD/PIN

NOTE.

1. Please read the instruction printed below carefully before filing this form.
2. The last date for receipt of postal ballot forms by the scrutinizer is 15th December, 2016.

INSTRUCTIONS FOR VOTING IN PHYSICAL FORM

1. A member/ beneficial owner desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the scrutinizer in the attached self-addressed business reply envelope. Postage will be borne and paid by the company. However, envelopes containing postal ballots, if deposited in person or sent by courier at the expenses of the registered member/ beneficial owner will also be accepted.
2. The self-addressed envelope bears the address of the scrutinizer appointed by the Board of Directors of the company. The board has appointed Mr. Deepak Kumar Lath, Lath Deepak & Associates, Practicing Company Secretary, office at AA-175, First Floor, Shalimar Bagh, Near Fortis Hospital, Delhi-110088 as scrutinizer for conducting Postal Ballot process in fair and transparent manner.
3. 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) 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.
4. Please note that Postal Ballot shall not be signed by the proxy.
5. Assent or dissent to the proposed resolution may be recorded by placing a tick mark (✓) in the appropriate column. The assent or dissent received in any other Form shall not be considered valid.
6. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 11th November, 2016.
7. Incomplete, Unsigned or incorrectly ticked Postal Ballot Form will be rejected.
8. Duly completed Postal Ballot Form should reach the Company or the scrutinizer on or before 15th December, 2016 (5:00 P.M.). 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.
9. In case of shares held by 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. 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.
10. Members/ beneficial owners are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed envelope as the envelope will be sent to the Scrutinizer and any extraneous paper found in the envelope would be destroyed by the Scrutinizer. Members/ beneficial owners are also requested not to write anything on the Postal Ballot Form except giving their ascent or dissent and affixing their signatures.
11. A member may request for duplicate postal ballot form, if so required. However, the duly filled in and signed duplicate postal ballot form should reach the Scrutinizer not later than the date specified in point no (8) above.
12. Postal Ballot form received by fax will be rejected as if reply from the shareholder has not been received unless the original postal ballot form is received within prescribed time period.
13. The Scrutinizer's decision on the validity of a Postal Ballot will be final.
14. There will be one Postal Ballot for every Folio/Client ID.
15. Members are requested to fill in the postal ballot form in indelible ink and not in any erasable writing mode.