

Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 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 Resolutions contained in Notice of Postal Ballot dated 25th February, 2019.

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 22nd February 2019.
- ii. All Postal Ballot Forms received either in physical or by casting of vote electronically through CDSL portal upto 5.00 P.M. on 4th April, 2019 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 Ms. Deepak Seth and Ms. Surbhi Arora, 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:-

Item no. 1 (Special Resolution)

Issuance of 4,00,000 Equity Shares on preferential basis to an Entity belonging to Promoter Category

Mode of voting	Votes cast Assent (Nos.)	Votes cast Dissent (Nos.)	Votes cast Total (Nos.)	No. of Members, who cast votes
Remote e-voting	4270778	239149	4509927	86
Ballot Paper	-	-	-	-
Total	4270778	239149	4509927	86
%age of total votes cast	94.70	5.30	100.00	



LATH DEEPAK & ASSOCIATES
Company Secretaries

Office: AA-175, FIRST FLOOR
SHALIMAR BAGH, DELHI-110088
Mobile: 9811275820,9654352020
Email: fcsdeepaklath@gmail.com

The above said Special Resolution was passed with requisite majority.

Item no. 2 (Special Resolution)

Issuance of 5,00,000 Fully Convertible Warrants on preferential basis to an Entity belonging to Promoter Category

Mode of voting	Votes cast Assent (Nos.)	Votes cast Dissent (Nos.)	Votes cast Total (Nos.)	No. of Members, who cast votes
Remote e-voting	4270158	239769	4509927	86
Ballot Paper	-	-	-	-
Total	4270158	239769	4509927	86
%age of total votes cast	94.68	5.32	100.00	

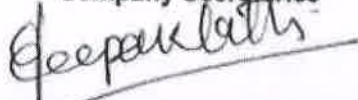
The above said Special Resolution was passed with requisite majority.

Notes:

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

Yours faithfully,

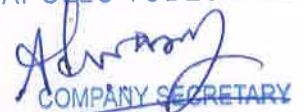
For Lath Deepak & Associates
Company Secretaries



(DEEPAK KUMAR LATH)
FCS No.5309
C.P No. 3644



Countersigned
For APL APOLLO TUBES LTD.


COMPANY SECRETARY

(Adhish Swaroop)
as authorized by
Chairman of the meeting

Date: 6th April, 2019
Place: Delhi