

LATH DEEPAK & ASSOCIATES
Company Secretaries

Office: AA-175, First floor
 SHALIMAR BAGH, DELHI-110088
 Mobile: 9811275820
 Email: fcsdeepaklath@gmail.com

To
 The Chairman
 30TH Annual General Meeting of the members of
 APL Apollo Tubes Limited
 Held on 28th August at 1:00 PM

Dear Sir,

Sub.: Consolidated Scrutinizer Report on remote E-voting/Physical Ballot forms conducted pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Rules, 2015 and voting at the Annual General Meeting of APL Apollo Tubes Limited held on Friday, 28th August 2015 at 1:00 PM.

1. I, Deepak Kumar Lath, Practicing Company Secretary, Membership No. FCS-5309, had been appointed as Scrutinizer by the Board of Directors of APL Apollo Tubes Limited (the Company), pursuant to Section 108 of the Companies Act, 2013 (the "Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the "Rules") as amended, to conduct the remote e-voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the resolutions forming part of the Notice of the 30th Annual General Meeting of the members of the Company (AGM) held on Friday, 28th August 2015 at 1:00 PM at JP Hotel & Resorts, 6B, I.P. Extension, Patparganj, Near Max Hospital, Delhi - 110092.
2. The management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the notice to the AGM of the members of the Company. My responsibility as scrutinizer for the e-voting process and for poll at the AGM is restricted to make Scrutinizer's report of votes cast "in favour" or 'against' the resolutions stated above, based on the reports generated from the e-voting system provided by CDSL, the authorized agency engaged by the Company to provide e-voting facilities for e-voting and also at the time of poll at AGM.
3. I have issued separate Scrutinizer's report dated 28.08.2015 on the e-voting facility and on the poll on the resolutions contained in the notice to the AGM. As requested by management, I submit herewith my combined report on the results of e-voting together with that of poll as under:-

Item No of Notice / Resolution No	Particulars of Business	Shareholders who have cast their votes		Votes in favor of the resolution			Votes Against the resolution			Invalid Votes	
		No of Share-holders	No of Equity Shares	No of Share-holders	No of votes cast by them	%	No of Share-holders	No of votes cast by them	%	Nos.	%
ORDINARY BUSINESS											
1. Adoption of the Audited Statement of Profit and Loss, Balance Sheet [Consolidated and Standalone], Report of Board of Directors and Auditors for the year ended March 31, 2015 As an Ordinary Resolution - Item No. 1 Passed with requisite majority.	E-Voting	17	42,26,039	17	42,26,039	30.73	0	0	0	0	0
	Poll	21	95,25,270	21	95,25,270	69.27	0	0	0	0	0
	Total	38	1,37,51,309	38	1,37,51,309	100.00	0	0	0	0	0



2. Declaration of Dividend on Ordinary Shares for the financial year 2014-2015 As an Ordinary Resolution - Item No. 2 Passed with requisite majority.	E-Voting	18	58,12,539	18	58,12,539	37.90	0	0	0	0	0
	Poll	21	95,25,270	21	95,25,270	62.10	0	0	0	0	0
	Total	39	1,53,37,809	39	1,53,37,809	100.00	0	0	0	0	0
3. Re-appointment of Mr. Sameer Gupta as a Director As an Ordinary Resolution - Item No. 3 Passed with requisite majority.	E-Voting	18	58,12,539	16	42,26,038	27.55	2	1586501	0	0	0
	Poll	21	95,25,270	21	95,25,270	62.10	0	0	0	0	0
	Total	39	1,53,37,809	39	1,37,51,308	89.65	2	1586501	10.35	0	0
4. Appointment of M/s Deloitte Haskins & Sells LLP in place of M/s VAPS & Co. as a Statutory Auditors As an Ordinary Resolution - Item No. 4. Passed with requisite majority.	E-Voting	18	58,12,539	18	58,12,539	37.90	0	0	0	0	0
	Poll	21	95,25,270	21	95,25,270	62.10	0	0	0	0	0
	Total	39	1,53,37,809	39	1,53,37,809	100.00	0	0	0	0	0
SPECIAL BUSINESS - ORDINARY RESOLUTION											
5. Appointment Ms. Neeru Abrol as an Independent Director As an Ordinary Resolution - Item No. 5. Passed with requisite majority.	E-Voting	18	58,12,539	18	58,12,539	37.90	0	0	0	0	0
	Poll	21	95,25,270	21	95,25,270	62.10	0	0	0	0	0
	Total	39	1,53,37,809	39	1,53,37,809	100.00	0	0	0	0	0
6. Appointment of M/s R.J. Goel & Co. as an Cost Accountants. As an Ordinary Resolution - Item No. 6. Passed with requisite majority.	E-Voting	18	58,12,539	17	58,03,339	37.84	1	9200	0	0	0
	Poll	21	95,25,270	21	95,25,270	62.10	0	0	0	0	0
	Total	39	1,53,37,809	38	1,53,28,609	99.94	0	9200	0.06	0	0
SPECIAL BUSINESS - SPECIAL RESOLUTION											
7. Approve creation of charge or mortgage under the Companies Act, 2013 and the Rules framed there under. As a Special Resolution - Item No. 7. Passed with requisite majority.	E-Voting	17	46,81,539	17	46,81,539	32.95	0	0	0	0	0
	Poll	21	95,25,270	21	95,25,270	67.05	0	0	0	0	0
	Total	38	1,42,06,809	38	1,42,06,809	100.00	0	0	0	0	0



8. Approve Borrowing of moneys under the Companies Act, 2013 upto Rs. 1000 crores (Rupees one thousands crores only) irrespective of the fact that such aggregate amount of borrowings outstanding at any one time may exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves. As a Special Resolution - Item No. 8. Passed with requisite majority	E-Voting	17	46,81,539	17	46,81,539	32.95	0	0	0	0	0
	Poll	21	95,25,270	21	95,25,270	67.05	0	0	0	0	0
	Total	38	1,42,06,809	38	1,42,06,809	100.00	0	0	0	0	0
9. Approve for offer and issue of Redeemable, Non-cumulative debentures under Private Placement basis. As a Special Resolution - Item No. 9. Passed with requisite majority	E-Voting	17	46,81,539	17	46,81,539	32.95	0	0	0	0	0
	Poll	21	95,25,270	21	95,25,270	67.05	0	0	0	0	0
	Total	38	1,42,06,809	38	1,42,06,809	100.00	0	0	0	0	0

All the resolutions stand passed under e-voting and poll with requisite majority.

Yours faithfully,
For Lath Deepak & Associates
Company Secretaries



Deepak Lath

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

Place: Delhi
Date: 28th August, 2015