

Form MGT-13

Report of Scrutinizer(s)

[Pursuant to Section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
APL Apollo Tubes Limited

30th Annual General Meeting of the Equity Shareholders of APL Apollo Tubes Limited held on Friday, 28th August, 2015, at 1.00 P.M. at JP Hotel & Resorts, 6B, I.P. Extension, Patparganj, Near Max Hospital, Delhi- 110 092

Dear Sir,

I, Deepak Kumar Lath, Company Secretary in Practice, appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the 30th Annual General Meeting of the Equity Shareholders of M/s. APL Apollo Tubes Limited (the Company), held on Friday, 28th August, 2015, at 1.00 P.M. at JP Hotel & Resorts, 6B, I.P. Extension, Patparganj, Near Max Hospital, Delhi – 110092, submit my report as under.

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for the polling were locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and in presence of two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and transfer Agents of the Company and the authorization/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the poll is as under:

Item No of Notice / Resolution No	Shareholders who have cast their votes through Polling		For			Against		
	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	%
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.	21	95,25,270	21	95,25,270	100.00	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.	21	95,25,270	21	95,25,270	100.00	0	0	0.0
3. Re-appointment of Mr. Sameer Gupta as a Director of the Company. As an Ordinary Resolution - Item No. 3 Passed with requisite majority.	21	95,25,270	21	95,25,270	100.00	0	0	0.0
4. Appointment of M/s. Deloitte Haskins & Sells LLP in place of M/s VAPS & Co. as a Statutory Auditors of the Company. As an Ordinary Resolution - Item No. 4 Passed with requisite majority.	21	95,25,270	21	95,25,270	100.00	0	0	0.0
SPECIAL BUSINESS - ORDINARY RESOLUTION								
5. Appointment of Ms. Neeru Abrol as an Independent Director of the Company. As an Ordinary Resolution - Item No. 5 Passed with requisite majority.	21	95,25,270	21	95,25,270	100.00	0	0	0.0
6. Appointment of M/s R.J. Goel & Co. as Cost Accountants of the Company. As an Ordinary Resolution - Item No. 6 Passed with requisite majority.	21	95,25,270	21	95,25,270	100.00	0	0	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.	21	95,25,270	21	95,25,270	100.00	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	21	95,25,270	21	95,25,270	100.00	0	0	0.0



Company and its free reserves. As a Special Resolution - Item No. 8 Passed with requisite majority.								
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.	21	95,25,270	21	95,25,270	100.00	0	0	0.0

5. A Compact Disc containing a list of equity shareholders who voted "FOR" and "AGAINST" and those voted were declared invalid for each resolution is enclosed.

6. The poll paper and all other relevant records were sealed and handed over to the Company Secretary/ Director authorized by the Board for safe keeping.

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