August 21, 2026

Electronic Filing

National Stock Exchange of India Limited "Exchange Plaza" Bandra-Kurla Complex, Bandra (E), Mumbai-400051 NSE Symbol: APLAPOLLO	Department of Corporate Services/Listing BSE Limited Phiroze Jeejeebhoy Tower, Dalal Street, Fort, Mumbai-400001 Scrip Code: 533758

Dear Sir/Madam,

Sub: Notice of the 41st Annual General Meeting (AGM) of the Company

Pursuant to the Regulations 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed herewith a copy of the Notice convening the 41st Annual General Meeting (AGM) of the Company scheduled to be held on Tuesday, 15th September 2026, at 11:00 A.M. (IST), through Video Conferencing (VC)/Other Audio Visual Means (OAVM), in accordance with the relevant circulars issued by the Ministry of corporate Affairs and the Securities and Exchange Board of India.

This is for your kind reference and records.

The same will be available on the Company's website i.e.www.aplapollo.com

Thanking you

Yours faithfully
For APL Apollo Tubes Limited

VIPUL JAIN Digitally signed by VIPUL JAIN Date: 2026.08.21 16:34:29 +05'30'

Vipul Jain
Company Secretary and
Compliance Officer

Encl: a/a

APL Apollo Tubes Limited (CIN-L74889 DL 1986PLC023443)

Regd. Office : 37, Hargovind Enclave, Vikas Marg, Delhi - 110092, India Tel : +91 - 011 44457164
Corp Office : SG Centre, 37 C, Block B, Sector - 132, Noida, Uttar Pradesh - 201304 Tel : +91 - 120 6918000
Unit - 1 : A-19, Industrial Area, Sikandrabad, Distt. Bulandshahar, U.P. - 203205, India | Unit - 2 : 332-338, Alur Village Perandapali, Hosur, Tamilnadu - 635109 India | Unit - 3 : Plot No. M-1, Additional M.I.D.C. Area, Kudavali, Murbad, Maharashtra, Thane - 421401, India
Unit - 4 : Village Bendri Near Urla Indil. Area, Raipur, Chhattisgarh - 493661, India | Unit - 5 : Sy. No. 443, 444, 538, 539, Wadiaram (Vill.), Chegunta, Medak - 502255, Telengana, India | Unit - 6 : No. 9 to 11, KIADB Industrial Area Attibele, Bengaluru – 562107 | Unit - 7 : Plot No. 53, Part-1, 4th Phase, Industrial Area, Sy. No. 28-33, Kurandhalli Village, Kasaba Hobli, Malur, Taluk, Distt. Kolar-563130, Karnataka | Unit - 8 : Village Bisnoli, Khasra No. 527 To 530 & 569, Dujana Road, Tehsil Dadri, Gautam Budh Nagar, Uttar Pradesh -203207 Email : info@aplapollo.com Web : www.aplapollo.com

APL APOLLO TUBES LIMITED
Regd. Office: 37 Hargobind Enclave, Vikas Marg, Delhi-110092
Corporate Office: SG Centre, Plot No. 37-C, Block-B, Sector-132,
Noida, Distt. Gautam Buddha Nagar, U.P.-201304
CIN: L74899DL1986PLC023443
Tel.: 91-11-44457164/ 91-120-6918000| Website: www.aplapollo.com |Email: investors@aplapollo.com

NOTICE

NOTICE is hereby given that the Forty-First (41st) Annual General Meeting **("AGM")** of the Members of APL Apollo Tubes Limited **("the Company")** will be held on Tuesday, the 15th day of September 2026, at 11:00 A.M. (IST) through Video Conferencing **("VC")** / Other Audio Visual Means **("OAVM")**, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company (Consolidated and Standalone) for the Financial Year ended March 31, 2026 and the Reports of the Board of Directors and the Auditors thereon.

2. To declare final dividend of ₹8.50/- (Rupees Eight and Paise Fifty only) per equity share of ₹2/- (Rupees two only) each fully paid up, (i.e. @ 425% of the face value of the equity shares) for the Financial Year ended March 31, 2026.

3. To appoint a Director in place of Shri Ashok Kumar Gupta (DIN: 01722395), who retires by rotation and being eligible, offers himself for re-appointment.

4. To appoint a Director in place of Shri Rahul Gupta (DIN: 07151792), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. To ratify the remuneration of Cost Auditors of the Company i.e. M/s. Sanjay Gupta & Associates, Cost Accountants, New Delhi, (ICWAI Registration No. 000212) and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

   "**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force), the remuneration of ₹6,00,000/-(Rupees Six Lakhs only) excluding indirect taxes as applicable and reimbursement of travelling and other out-of-pocket expenses to be actually incurred by the said Auditors in connection with the cost audit, payable to M/s. Sanjay Gupta & Associates, Cost Accountants, New Delhi, (ICWAI Registration No. 000212), the Cost Auditors for the financial year 2026-27, as approved by the Board on the recommendation of the Audit Committee, be and is hereby ratified.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things as may be deemed necessary or expedient in connection therewith and incidental thereto."

6. To re-appoint Mrs. Asha Anil Agarwal (DIN: 09722160) as Non-Executive Independent Director of the Company and in this regard, to consider and, if thought fit, to pass with or without modification(s) the following Resolution as a **Special Resolution:**

   "RESOLVED THAT upon the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company and pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 **("the Act")** read with relevant rules made thereunder and Schedule IV to the Act and Regulations 16, 17 and 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")** (including any statutory modification(s) or re-enactment(s) thereof), Mrs. Asha Anil Agarwal (DIN: 09722160) who was appointed as a Non-Executive Independent Director of the Company with effect from October 30, 2023 and who holds office for a term up to October 29, 2026, and who is eligible for re-appointment as a Non-Executive Independent Director and has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, for a second term of 5 (five) consecutive years commencing from October 30, 2026 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary of the Company, be and are hereby severally authorized to do all the acts, deeds and things which are necessary for the purpose of giving effect to this resolution including but not limited to filing necessary forms and returns with the concerned Registrar of Companies and other regulatory authorities, if required."

7. To re-appoint Shri Hosdurg Sundar Kamath Upendra Kamath (DIN:02648119) as Non-Executive Independent Director of the Company and in this regard, to consider and, if thought fit, to pass with or without modification(s) the following Resolution as a **Special Resolution:**

   "RESOLVED THAT upon the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company and pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 **("the Act")** read with relevant rules made thereunder and Schedule IV to the Act and Regulations 16, 17 and 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")** (including any statutory modification(s) or re-enactment(s) thereof), Shri Hosdurg Sundar Kamath Upendra Kamath (DIN: 02648119) who was appointed as a Non-Executive Independent Director of the Company with effect from October 30, 2023 and who holds office for a term up to October 29, 2026, and who is eligible for re-appointment as a Non-Executive Independent Director and has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, for a second term of 5 (five) consecutive years commencing from October 30, 2026 and whose office shall not be liable to retire by rotation.

   RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of SEBI Listing Regulations, and other applicable laws, if any), consent of the Members be and is hereby accorded for continuation of Directorship of Shri Hosdurg Sundar Kamath Upendra Kamath (DIN:02648119) as a Non-Executive Independent Director of the Company on attaining the age of 75 years upto the end of his tenure on existing terms & conditions.

   RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary of the Company, be and are hereby severally authorized to do all the acts, deeds and things which are necessary for the purpose of giving effect to this resolution including but not limited to filing necessary forms and returns with the concerned Registrar of Companies and other regulatory authorities, if required."

8. To re-appoint Shri Rajeev Anand (DIN: 02519876) as Non-Executive Independent Director of the Company and in this regard, to consider and, if thought fit, to pass with or without modification(s) the following Resolution as a **Special Resolution:**

   "RESOLVED THAT upon the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company and pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 **("the Act")** read with relevant rules made thereunder and Schedule IV to the Act and Regulations 16, 17 and 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")** (including any statutory modification(s) or re-enactment(s) thereof), Shri Rajeev Anand (DIN: 02519876) who was appointed as a Non-Executive Independent Director of the Company with effect from May 11, 2024 and who holds office for a term up to May 10, 2027, and who is eligible for re-appointment as a Non-Executive Independent Director and has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, for a second term of 5 (five) consecutive years commencing from May 11, 2027 and whose office shall not be liable to retire by rotation.

   RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary of the Company, be and are hereby severally authorized to do all the acts, deeds and things which are necessary for the purpose of giving effect to this resolution including but not limited to filing necessary forms and returns with the concerned Registrar of Companies and other regulatory authorities, if required."

9. To re-appoint Shri Dinesh Kumar Mittal (DIN: 00040000) as Non-Executive Independent Director of the Company and in this regard, to consider and, if thought fit, to pass with or without modification(s) the following Resolution as a **Special Resolution:**

   "RESOLVED THAT upon the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company and pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 **("the Act")** read with relevant rules made thereunder and Schedule IV to the Act and Regulations 16, 17 and 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")** (including any statutory modification(s) or re-enactment(s) thereof), Shri Dinesh Kumar Mittal (DIN: 00040000) who was appointed as a Non-Executive Independent Director of the Company with effect from May 11, 2024 and who holds office for a term up to May 10, 2027, and who is eligible for re-appointment as a Non-Executive Independent Director and has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, for a second term of 5 (five) consecutive years commencing from May 11, 2027 and whose office shall not be liable to retire by rotation.

   RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of SEBI Listing Regulations, and other applicable laws, if any), consent of the Members be and is hereby accorded for continuation of Directorship of Shri Dinesh Kumar Mittal (DIN: 00040000) as a Non-Executive Independent Director of the Company on attaining the age of 75 years upto the end of his tenure on existing terms & conditions.

   RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary of the Company, be and are hereby severally authorized to do all the acts, deeds and things which are necessary for the purpose of giving effect to this resolution including but not limited to filing necessary forms and returns with the concerned Registrar of Companies and other regulatory authorities, if required."

10. To extend the benefits of APL Apollo Tubes Limited Stock Appreciation Rights Scheme, 2019 to employees of associate company(ies) and in this regard, 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 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendment or re-enactment thereof), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI LODR Regulations"),** the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **("SEBI SBEB & SE Regulations"),** and in accordance with the Memorandum of Association and Articles of Association of the Company, and subject to such other approval(s), permission(s) and sanction(s) as may be necessary and to such conditions as may be prescribed while granting the same, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board", shall be deemed to include any committee including the Nomination and Remuneration Committee constituted under Regulation 19 of the SEBI LODR Regulations and designated as the Compensation Committee) to extend the benefits of the APL Apollo Tubes Limited Stock Appreciation Rights Scheme – 2019 **("Scheme"),** including the grant of Stock Appreciation Rights Units **("SAR Units")** and the issuance/allotment of equity shares of the Company upon exercise thereof, to such present and future employees and directors of the associate company(ies) of the Company, in India or outside India (as defined in the Scheme), on such terms and conditions as may be fixed or determined by the Board in accordance with the Scheme.

   RESOLVED FURTHER THAT this extension is enabling in nature and shall not, by itself, result in any increase in the maximum number of SAR Units available for grant or the maximum number of equity shares to be issued and allotted upon exercise thereof under the Scheme, or in any change to the vesting conditions, exercise mechanism, pricing formula or any other material term of the Scheme, all of which shall continue to apply uniformly to Eligible Employees of the Company, its subsidiary company(ies) and its associate company(ies).

   RESOLVED FURTHER THAT the Shares to be issued or allotted by the Company to the eligible employees under the Scheme shall rank pari–passu in all respects with the then existing equity shares of the Company.

   RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things as it may, in its absolute discretion, deem necessary or expedient for the effective implementation and administration of the Scheme pursuant to this resolution, including making applications to appropriate authorities for requisite approvals, and to settle any questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT any Director and/or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary or expedient to give effect to this resolution."

Registered Office:
37, Hargobind Enclave,
Vikas Marg, Delhi – 110092

Date: August 21, 2026
Place: Noida

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

Sd/-
Vipul Jain
Company Secretary & Compliance Officer
M. No.: A20971

NOTES:

1. The Ministry of Corporate Affairs **("MCA")** has, vide Circular Nos. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020 and other applicable circulars including General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024 and latest General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, Government of India (MCA) (collectively referred to as "**MCA Circulars**") . Further, the Securities and Exchange Board of India ('SEBI'), vide Regulations 36(1) and 44(4) of the SEBI Listing Regulations have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")** relating to the sending of Annual Report to security holders as well as appointing of proxy.

   In compliance with the provisions of the Companies Act, 2013 **("the Act")** and the SEBI Listing Regulations, AGM be convened through video conferencing **("VC")** or other audio visual means **("OAVM")**. Hence, the 41st AGM of the Company is being held through VC and Members are requested to attend and participate in the ensuing AGM through VC only.

2. In accordance with the said circulars of MCA, SEBI and applicable provisions of the Act and SEBI Listing Regulations, the 41st AGM of the Company is being conducted through VC. Central Depository Services (India) Limited (CDSL) will be providing facility for voting through remote e-voting, for participation in the AGM through VC and e-voting during the AGM. The procedure for voting through remote e-voting, e-voting during AGM and participating in AGM through VC is explained at Notes below and is also available on the website of the Company at www.aplapollo.com .

3. The deemed venue for the 41st AGM shall be the Registered Office of the Company.

4. PURSUANT TO THE RELEVANT MCA CIRCULARS, THE FACILITY FOR MEMBERS TO APPOINT PROXY TO ATTEND AND CAST VOTE IS NOT AVAILABLE FOR THIS AGM SINCE PHYSICAL PRESENCE AT A COMMON VENUE IS NOT REQUIRED. HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP ARE NOT ANNEXED TO THIS NOTICE.

5. The Explanatory Statement pursuant to Section 102 of the Act, setting out the material facts concerning special businesses set out above is enclosed along with the details required under Regulations 36(3) of the SEBI Listing Regulations and clause 1.2.5 of the Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India **("SS-2")** in respect of directors proposed to be appointed and re-appointed at the AGM is annexed hereto.

6. Corporate members may refer to "Note for Non – Individual Shareholders and Custodians" appearing at the end of this notice and follow the instructions mentioned for voting and participation at the AGM.

7. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act shall be electronically available for inspection by the Members during the AGM upon login at CDSL e-voting system at www.evotingindia.com.

8. The Dividend for the Financial Year ended March 31, 2026 of ₹8.50 per share (425%) on 27,76,58,405 fully paid Equity Shares of ₹2/- each, as recommended by the Board of Directors, if declared at the AGM, shall be credited/ dispatched within 30 days of the conclusion of AGM after deduction of tax as per the provisions of Income Tax Act, 2025, to those Members whose names appear in the Register of Members of the Company on September 8, 2026 or to their mandates. In respect of shares held by the Members in dematerialised form, the dividend shall be credited/dispatched on the basis of beneficial ownership details to be received from the depositories for this purpose.

   Pursuant to the changes in the Income Tax Act, 2025 ('the Act') as amended by the Finance Act, 2026, dividend income will be taxable in the hands of the members and the Company is required to deduct tax at source (TDS) at the time of making the payment of dividend to members at the prescribed rates. The tax deduction / withholding tax rate would vary depending on the residential status of the members and the documents submitted by them and accepted by the Company.

   For the prescribed rates for various categories, the members are requested to refer the Income Tax Act, 2025 as amended by the Finance Act, 2026. Some of the major features of the latest tax provisions on dividend distribution are stated as hereunder for a quick reference.

A. Resident Members

No tax shall be deducted from the dividend payable to a resident individual Member if the aggregate dividend paid or payable by the Company during the financial year 2026-27 does not exceed ₹10,000, subject to availability of a valid PAN. In all other cases, tax shall be deducted at source at the rate of 10%, provided the Member has furnished a valid PAN. Where PAN is not available, is invalid or is inoperative, tax shall be deducted at the rate of 20% as per the provisions of Section 397(2) of the IT Act.

In all other cases, tax shall be deducted at source at the rate of 10%, provided the Member has furnished a valid PAN. Where PAN is not available, is invalid or is inoperative, tax shall be deducted at the rate of 20% as per the provisions of Section 397(2) of the IT Act.

Eligible resident Members who are not liable to pay income tax may submit Form 121 (or such other declaration as may be prescribed under the IT Act) together with the prescribed documents, subject to fulfilment of the conditions specified under the IT Act, to avail the benefit of non- deduction of tax.

Resident Members eligible to obtain a lower or nil withholding certificate under Section 395(1) of the IT Act may submit a copy of such certificate for deduction of tax at the rate specified therein.

B. Non- Resident Members

Tax shall be deducted at source from dividend payable to non-resident Members in accordance with Section 159 of the IT Act at the applicable rates in force. Non-resident Members may avail the beneficial tax rates under the applicable Double Taxation Avoidance Agreement ("DTAA"), subject to furnishing the prescribed documents, including Self-attested copy of PAN (where available), Tax Residency Certificate (TRC), Electronically generated Form 41, wherever applicable, Self-declaration confirming beneficial ownership, eligibility for DTAA benefits and absence of a Permanent Establishment in India and such other documents as may be required under the IT Act or the applicable DTAA.

Members are requested to submit the applicable forms, declarations and supporting documents by e-mail to investors@aplapollo.com with a copy to rta@abhipra.com on or before September 11, 2026, to enable the Company to determine and deduct the appropriate tax at source.

Members holding shares in physical form are requested to ensure that their PAN, bank account details and other KYC particulars are updated with the Company's Registrar and Share Transfer Agent by submitting the prescribed ISR forms. Members holding shares in dematerialised form are requested to update their PAN, tax residential status, bank account details and other KYC particulars with their respective Depository Participants.

The Company shall consider the information available with the Depositories, the Registrar and Share Transfer Agent and the documents furnished by the Members while determining the applicable rate of tax deduction at source.

9. Dispatch of Annual Report and Notice of AGM through electronic mode:

- In accordance with, the above referred circulars, the Annual Report for 2025- 26 and the Notice of this AGM are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or the Depository Participant(s) as on August 14, 2026.
- A letter containing the web link, along with the exact path to access the complete details of the Annual Report, is being sent to Members who have not registered their e-mail address with the Company's RTA or Depositories.
- Any Member requiring a physical copy of the Annual Report, may kindly send a request to the Company through an e-mail from their registered email id at rta@abhipra.com or a signed letter in original at the registered office of the Company.

10. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of the names as per the Register of Member of the Company as of the cut off date i.e. September 8, 2026, will be entitled to vote at the Meeting.

11. All the documents referred to in this Notice and Explanatory Statement under Section 102 of the Act, shall be available for inspection by the Members from the date of circulation of this Notice up to the date of the AGM through electronic mode. Members seeking inspection can send an email in advance to investors@aplapollo.com. A certificate from the Secretarial Auditor of the Company certifying that the Company's Employee Stock Option Plans are being implemented in accordance with the (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB & SE) Regulations"), as amended from time to time and in accordance with the resolutions passed at the general meeting(s) will be available electronically for inspection by the members during the AGM.

12. Members whose e-mail address are not registered are requested to register their e-mail address for receipt of Notice of 41st AGM, Annual Report and login details for joining the 41st AGM through VC facility including e-voting, by providing Name, folio number/DPID & Client ID (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), client master or copy of consolidated Account statement (in case of demat holding) or copy of share certificate (in case of physical holding), self attested scanned copy of Aadhaar Card or any other document as proof of address to Company: investors@aplapollo.com or to/RTA at: rta@abhipra.com.

13. The Notice of AGM and Annual Report for the Financial Year 2025-26, is available on the website of the Company at www.aplapollo.com and also on the websites of the Stock Exchanges: at www.bseindia.com and www.nseindia.com. Notice of AGM is also available on the website of CDSL at www.evotingindia.com.

14. The attendance of the Members attending the AGM through VC will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.

General Instructions for Remote e-voting and e-voting during Annual General Meeting

1. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations, and the MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% of the paid-up share capital or more), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
5. Any person, who acquires shares of the Company and become members of the Company after dispatch of the Notice and holding shares as on the cut-off-date i.e. September 8, 2026 -may follow the same instructions as mentioned above for e-voting.
6. Once a vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
7. The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut off date of September 8, 2026 and a person who is not a member as on a cut off date should treat the Notice for information purpose only.

E-Voting Result

1. The Company has appointed Shri Jatin Gupta, Practicing Company Secretary (Membership No. : FCS 5651: COP No. 5236) as Scrutinizer to scrutinize the process of remote e-voting and voting on the date of AGM in a fair and transparent manner.
2. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, scrutinise the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting and submit, not later than 2 working days of conclusion of AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same. The Chairman or a person authorized by him in writing shall declare the results of the voting forthwith.
3. The results declared alongwith the consolidated scrutinizer's report shall be placed on the website of the Company www.aplapollo.com and on the website of CDSL www.evotingindia.com and shall simultaneously be forwarded to the concerned stock exchanges as well as displayed at the Corporate and Registered Office of the Company.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

(i) The voting period begins on Saturday September 12, 2026 at 10:00 A.M. (IST) and ends on Monday, September 14, 2026 at 5:00 P.M. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 8, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	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. • 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.

(v) After entering these details appropriately, click on "SUBMIT" tab.

(vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

(vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(viii) Click on the EVSN of **APL Apollo Tubes Limited** on which you choose to vote.

(ix) 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.

(x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xi) 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.

(xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xiv) If a demat account holder has forgotten the 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.

(xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors@aplapollo.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investors@aplapollo.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investors@aplapollo.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (CDSL), Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

The following Statement sets out all material facts relating to the Item Nos. 5 to 10 mentioned in the accompanying Notice:

ITEM NO. 5:

Upon recommendation of the Audit Committee, the Board of Directors at its meeting held on May 02, 2026 had appointed M/s. Sanjay Gupta & Associates, Cost Accountants, New Delhi, (ICWAI Registration No. 000212) as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the Financial Year 2026-27 at a remuneration of ₹6,00,000/- (Rupees Six Lakhs only) excluding indirect taxes as applicable and reimbursement of travelling and other out-of-pocket expenses to be actually incurred by the said Auditors in connection with the cost audit.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable / paid to the Cost Auditors is required to be ratified by the Members of the Company. Accordingly, ratification of the Members is sought for the aforesaid remuneration payable / paid to the Cost Auditors of the Company for the Financial Year 2026-27.

The proposal is accordingly recommended by the Board for approval/ratification by the Members by means of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives (to the extent of their shareholding in the Company, if any) is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board of Directors of the Company recommends the resolution set out at Item No. 5 for approval of the Members as an Ordinary Resolution.

ITEM NO. 6:

The Members of the Company had approved the appointment of Mrs. Asha Anil Agarwal (DIN: 09722160) as a Non-Executive Independent Director for a term of 3 (three) years, effective from October 30, 2023. Accordingly, her tenure as a Non-Executive Independent Director will expire on October 29, 2026.

Pursuant to the provisions of section 149(10) of the Companies Act, 2013 **("the Act")**, an independent director shall hold office for a term up to five consecutive years and shall be eligible for re-appointment on passing of a special resolution by the shareholders of the Company and disclosure of such appointment in the Board's Report.

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors, at its meeting held on May 02, 2026, approved the re-appointment of Mrs. Asha Anil Agarwal as a Non-Executive Independent Director of the Company, for a second term of 5 (five) consecutive years, with effect from October 30, 2026, subject to approval of the Members of the Company. During her tenure as a Non-Executive Independent Director, she shall not be liable to retire by rotation. The re-appointment is being proposed in advance to ensure continuity of Board composition and governance.

Mrs. Asha Anil Agarwal formerly served as the Principal Chief Commissioner of Income Tax within the Indian Revenue Service, Ministry of Finance, Government of India. Mrs. Asha Anil Agarwal possesses approximately four decades of extensive experience in the Indian Revenue Service. Her substantial expertise in taxation, finance and general management is firmly supported by her considerable professional background.

Mrs. Asha Anil Agarwal has furnished a declaration in the prescribed Form DIR-8 to the effect that she is not disqualified from being appointed as Director in terms of Section 164 of the Act and consent to act as a Director in prescribed Form DIR-2. Mrs. Asha Anil Agarwal is not debarred from holding the office of Director by virtue of any SEBI, MCA order or any other such authority.

Further the Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mrs. Asha Anil Agarwal for the office of Non-Executive Independent Director of the Company. Additionally, the company has also received from Mrs. Asha Anil Agarwal, a declaration regarding her meeting the criteria of independence as per Section 149(7) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. She is registered with the database of independent directors maintained by IICA.

A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the registered office of the Company during business hours on any working day and is also available on the website of the Company and can be accessed at www.aplapollo.com.

The necessary disclosures under the SEBI Listing Regulations and Secretarial Standard -2, with respect to appointment of Mrs. Asha Anil Agarwal forms part of this notice.

Except Mrs. Asha Anil Agarwal herself, none of the Directors or Key Managerial Personnels of the Company and/or their relatives (to the extent of their shareholding in the Company, if any) is concerned or interested, financially or otherwise, in this resolution.

The Board of Directors is of view that her appointment as a Non-Executive Independent Director would be in the best interest of the Company and feels that Company would immensely benefit from the appointment and accordingly recommends passing of the Special Resolution set out at Item No. 6 of the accompanying Notice, for the approval of the Members of the Company.

ITEM NO. 7:

The Members of the Company had approved the appointment of Shri Hosdurg Sundar Kamath Upendra Kamath (DIN: 02648119) as a Non-Executive Independent Director for a term of 3 (three) years, effective from October 30, 2023. Accordingly, his tenure as a Non-Executive Independent Director will expire on October 29, 2026.

Pursuant to the provisions of section 149(10) of the Companies Act, 2013 **("the Act")**, an independent director shall hold office for a term up to five consecutive years and shall be eligible for re-appointment on passing of a special resolution by the shareholders of the Company and disclosure of such appointment in the Board's Report.

Further in terms of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **"(SEBI Listing Regulations")**, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy-five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

Shri Hosdurg Sundar Kamath Upendra Kamath will attain the age of 75 (seventy-five) years on December 14, 2028 which falls within the proposed second term and the continuation of his Directorship beyond the said date will be subject to approval by the shareholders by way of a special resolution.

Considering his extensive experience in banking, strategic guidance, contribution to Board deliberations and continued value addition to the Company, the Board is of the opinion that continuation of his directorship beyond the age of 75 years would be beneficial to the Company.

Hence the approval of the Members is also sought for the continuation of his Directorship on the Board of the Company even after attaining the age of 75 (seventy-five) years.

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors, at its meeting held on May 02, 2026, approved the re-appointment of Shri Hosdurg Sundar Kamath Upendra Kamath as a Non-Executive Independent Director of the Company, for a second term of 5 (five) consecutive years, with effect from October 30, 2026, subject to approval of the Members of the Company. During his tenure as Non-Executive Independent Director, he shall not be liable to retire by rotation. The re-appointment is being proposed in advance to ensure continuity of Board composition and governance.

Shri Hosdurg Sundar Kamath Upendra Kamath is a distinguished banking professional with an illustrious career spanning over four decades in the Indian Banking Industry. Possessing a Certified Associate of the Indian Institute of Bankers (CAIIB) qualification and a Bachelor of Commerce (B. Com) degree, he possesses a wealth of expertise in critical domains such as Micro, Small and Medium Enterprises (MSME) banking, Retail Banking, Priority Sector financing, Recovery and Legal matters, Risk Management, International Banking, Treasury management, Credit Monitoring and Administration.

With a remarkable tenure of 35 years at Union Bank of India **("UBI")**, he commenced his career in 1973 as a Probationary Officer and advanced through various departments to ultimately attain the position of General Manager at UBI. Subsequently, he held esteemed positions at two additional Public Sector Banks, specifically serving as Executive Director at Canara Bank and as Chairman and Managing Director at Vijaya Bank. Throughout his extensive career, he has undertaken diverse roles and successfully managed operations at multiple levels, including the Zonal Office, Branch Offices, Regional Office and the Head Office of UBI. His exemplary contributions to the banking sector have garnered him numerous accolades and recognitions. Among these, the notable awards include the "Best Customer Friendly Banker Award 2012," the CGFTMSE award from SIDBI, the "National Award for Excellence in Lending to Micro Enterprises," and the "IT Leadership Award 2013" conferred by Amity University.

Shri Hosdurg Sundar Kamath Upendra Kamath has furnished a declaration in the prescribed Form DIR-8 to the effect that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and consent to act as a Director in prescribed Form DIR-2. Shri Hosdurg Sundar Kamath Upendra Kamath is not debarred from holding the office of Director by virtue of any SEBI, MCA order or any other such authority.

Further the Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Shri Hosdurg Sundar Kamath Upendra Kamath for the office of Independent Director of the Company. Additionally, the Company has also received from Shri Hosdurg Sundar Kamath Upendra Kamath, a declaration regarding his meeting the criteria of independence as per Section 149(7) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")**. He is registered with the database of independent directors maintained by IICA.

A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the registered office of the Company during business hours on any working day and is also available on the website of the Company and can be accessed at www.aplapollo.com.

The necessary disclosures under the SEBI Listing Regulations and Secretarial Standard -2, with respect to appointment of Shri Hosdurg Sundar Kamath Upendra Kamath forms part of this notice.

Except Shri Hosdurg Sundar Kamath Upendra Kamath himself, none of the Directors or Key Managerial Personnels of the Company and/or their relatives (to the extent of their shareholding in the Company, if any) is concerned or interested, financially or otherwise, in this resolution.

The Board of Directors is of view that his appointment as a Non-Executive Independent Director would be in the best interest of the Company and feels that Company would immensely benefit from the appointment and accordingly recommends passing of the Special Resolution set out at Item No. 7 of the accompanying Notice, for the approval of the Members of the Company.

ITEM NO. 8:

The Members of the Company had approved the appointment of Shri Rajeev Anand (DIN: 02519876) as a Non-Executive Independent Director for a term of 3 (three) years, effective from May 11, 2024. Accordingly, his tenure as a Non-Executive Independent Director will expire on May 10, 2027.

Pursuant to the provisions of section 149(10) of the Companies Act, 2013 **("the Act")**, an independent director shall hold office for a term up to five consecutive years and shall be eligible for re-appointment on passing of a special resolution by the shareholders of the Company and disclosure of such appointment in the Board's Report.

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors, at its meeting held on May 02, 2026, approved the re-appointment of Shri Rajeev Anand as a Non-Executive Independent Director of the Company, for a second term of 5 (five) consecutive years, with effect from May 11, 2027, subject to approval of the Members of the Company. During his tenure as a Non-Executive Independent Director, he shall not be liable to retire by rotation. The re-appointment is being proposed in advance to ensure continuity of Board composition and governance.

With 13 years of experience as a Profit and Loss leader and Chief Executive Officer, Shri Rajeev Anand possesses extensive expertise in manufacturing, operations and general management. Currently, he is the Chairman and Non-Executive Board Member of DIC India Limited, a position he has held since November 2020. Additionally, he has been a Member of the University Court at Amity University – UP since January 2017.

Shri Rajeev Anand holds a Diploma in Mechanical Engineering from Haryana Polytechnic, completed between 1977 and 1980. He also holds a Certification in Business Team Management from the University of Tennessee, obtained in 1992 and is a member of the Director's Club, a board certification programme offered by Hunt Partners, achieved in 2017.

Having served as Chairman and Managing Director of a multinational public limited company for twelve years, Shri Rajeev Anand demonstrates a proven record of decisive leadership and performance driven by results. He is widely recognised for his ability to cultivate leadership qualities and implement effective systems and processes at both corporate and board levels. Moreover, he has successfully reinvented himself multiple times within Goodyear, maintaining an exemplary four-decade tenure at Goodyear India Limited, a company listed among the US Fortune 500.

Shri Rajeev Anand has furnished a declaration in the prescribed Form DIR-8 to the effect that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and consent to act as a Director in prescribed Form DIR-2. Shri Rajeev Anand is not debarred from holding the office of Director by virtue of any SEBI, MCA order or any other such authority.

Further the Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Shri Rajeev Anand for the office of Independent Director of the Company. Additionally, the company has also received from Shri Rajeev Anand, a declaration regarding his meeting the criteria of independence as per Section 149(7) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. He is registered with the database of independent directors maintained by IICA.

A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the registered office of the Company during business hours on any working day and is also available on the website of the Company and can be accessed at www.aplapollo.com.

The necessary disclosures under the SEBI Listing Regulations and Secretarial Standard -2, with respect to appointment of Shri Rajeev Anand forms part of this notice.

Except Shri Rajeev Anand himself, none of the Directors or Key Managerial Personnels of the Company and/or their relatives (to the extent of their shareholding in the Company, if any) is concerned or interested, financially or otherwise, in this resolution.

The Board of Directors is of view that his appointment as a Non-Executive Independent Director would be in the best interest of the Company and feels that Company would immensely benefit from the appointment and accordingly recommends passing of the Special Resolution set out at Item No. 8 of the accompanying Notice, for the approval of the Members of the Company.

ITEM NO. 9:

The Members of the Company had approved the appointment of Shri Dinesh Kumar Mittal (DIN: 00040000) as a Non-Executive Independent Director for a term of 3 (three) years, effective from May 11, 2024. Accordingly, his tenure as a Non-Executive Independent Director will expire on May 10, 2027.

Pursuant to the provisions of section 149(10) of the Companies Act, 2013 **("the Act")**, an independent director shall hold office for a term up to five consecutive years and shall be eligible for re-appointment on passing of a special resolution by the shareholders of the Company and disclosure of such appointment in the Board's Report.

Further in terms of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **"(SEBI Listing Regulations")**, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy-five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

Shri Dinesh Kumar Mittal will attain the age of 75 (seventy-five) years on January 25, 2028 which falls within the proposed second term and the continuation of his Directorship beyond the said date will be subject to approval by the shareholders by way of a special resolution.

Considering his extensive experience in public administration, strategic guidance, contribution to Board deliberations and continued value addition to the Company, the Board is of the opinion that continuation of his directorship beyond the age of 75 years would be beneficial to the Company.

Hence the approval of the Members is also sought for the continuation of his Directorship on the Board of the Company even after attaining the age of 75 (seventy-five) years.

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors, at its meeting held on May 02, 2026, approved the re-appointment of Shri Dinesh Kumar Mittal as a Non-Executive Independent Director of the Company, for a second term of 5 (five) consecutive years, with effect from May 11, 2027, subject to approval of the Members of the Company. During his tenure as a Non-Executive Independent Director, he shall not be liable to retire by rotation. The re-appointment is being proposed in advance to ensure continuity of Board composition and governance.

Shri Dinesh Kumar Mittal is a distinguished former Indian Administrative Service (IAS) officer from the 1977 batch (Uttar Pradesh cadre), having served the Government of India in various capacities. He holds a master's degree in physics, specialising in electronics.

Shri Dinesh Kumar Mittal held the position of Secretary in the Department of Financial Services within the Ministry of Finance, where he was responsible for overseeing banking, insurance and pension policies in India. During his tenure, he collaborated extensively with the Reserve Bank of India (RBI) and was a member of the boards of the RBI, Life Insurance Corporation (LIC), State Bank of India, India Infrastructure Finance Company Limited (IIFCL) and IIFCL (UK).

In his previous role as Secretary of the Ministry of Corporate Affairs, Shri Dinesh Kumar Mittal engaged closely with professional bodies such as the Institute of Chartered Accountants of India (ICAI), the Institute of Company Secretaries of India (ICSI) and the Institute of Cost Accountants of India (ICWAI). As Additional Secretary in the Department of Commerce, he acted as India's chief negotiator for the World Trade Organisation (WTO) negotiations. His responsibilities also included supervising all multilateral preferential tariff negotiations, as well as the development and operationalisation of Special Economic Zones (SEZs) in India, encompassing foreign direct investment (FDI) and overseas investments from India. As Joint Secretary in the Ministry of Commerce, he was responsible for overseeing international trade and special economic zones and he formulated the SEZ policy for the first time in India in March 2000. Additionally, he was associated with Infrastructure Leasing & Financial Services Ltd. (IL&FS) on secondment from the Government of India, focusing on project development and financing of infrastructure projects.

Shri Dinesh Kumar Mittal has extensive experience in infrastructure, international trade, urban development, renewable energy, agricultural development, microcredit, corporate governance, banking, insurance, pensions and finance. He also serves as a director on the boards of various companies, including Max Estates Limited, Indus Towers Limited and New Delhi Television Limited etc.

Further the Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Shri Dinesh Kumar Mittal for the office of Independent Director of the Company. Additionally, the Company has also received from Shri Dinesh Kumar Mittal, a declaration regarding his meeting the criteria of independence as per Section 149(7) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")**. He is registered with the database of independent directors maintained by IICA.

A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the registered office of the Company during business hours on any working day and is also available on the website of the Company and can be accessed at www.aplapollo.com.

The necessary disclosures under the SEBI Listing Regulations and Secretarial Standard-2, with respect to appointment of Shri Dinesh Kumar Mittal forms part of this notice.

Except Shri Dinesh Kumar Mittal himself, none of the Directors or Key Managerial Personnels of the Company and/or their relatives (to the extent of their shareholding in the Company, if any) is concerned or interested, financially or otherwise, in this resolution.

The Board of Directors is of view that his appointment as a Non-Executive Independent Director would be in the best interest of the Company and feels that Company would immensely benefit from the appointment and accordingly recommends passing of the Special Resolution set out at Item No. 9 of the accompanying Notice, for the approval of the Members of the Company.

ITEM NO. 10:

With the objective of attracting, rewarding, motivating and retaining eligible employees through long-term, equity-linked incentives, the Company implemented the APL Apollo Tubes Limited Stock Appreciation Rights Scheme, 2019 ("Scheme") pursuant to the approval of the members by way of special resolution passed through postal ballot on January 27, 2020. The Nomination & Remuneration Committee (NRC) was authorised to implement and administer the same in accordance with the provisions applicable thereto.

The Scheme presently covers the eligible employees of the Company and its subsidiary company(ies).

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on August 1, 2026, approved an amendment in Clause 4.1.10 of the Scheme to extend its applicability to eligible employees and directors of the associate company(ies), in India or outside India, of the Company, on the same terms and conditions as applicable to employees of the Company and its subsidiary(ies) and mentioned in the Scheme.

Rationale

The existing Scheme provides for participation by eligible employees of the Company and eligible employees of its Subsidiary Company(ies). However, employees of an associate company of the Company are presently not covered within the definition of "Employee" under the Scheme.

The proposed amendment is being considered in the context of a Group-wide reorganisation, pursuant to which certain support functions that are common to the Company and other Group entities are proposed to be consolidated into a dedicated shared services company, which is expected to qualify as an associate company of the Company.

As part of this reorganisation, the shared services company will have its own workforce comprising new hires as well as employees transferred from the Company and other Group entities. These employees will continue to perform substantially similar functions and provide services for the benefit of the Group, including the Company, although their employing entity will change pursuant to the reorganisation.

In view of the above, it is proposed to extend the definition of "Employee" as mentioned under clause 4.1.10 of the Scheme to include eligible employees of the shared services company, being an associate company of the Company, so that such employees may participate in the Scheme and receive SAR Units, subject to the terms and conditions of the Scheme and applicable law. The proposed amendment is intended to ensure that employees performing common support functions for the Group are not excluded from the Company's long-term incentive framework solely on account of the change in their employing entity pursuant to the aforesaid reorganisation.

Further, eligible employees transferred to the Shared Services Company and providing services to participating Group companies shall be eligible to participate in the Employee Share-Based Benefit Scheme in proportion to the functions performed and services rendered by them to each such Group company, subject to the terms of the Scheme and applicable laws. Accordingly, the ESOP/SAR Units attributable to such employees may be granted by the respective participating Group companies in proportion to the services rendered by the employee to each such Group company, and the corresponding cost/expense in respect of such ESOP/SAR Units shall be borne by the respective Group companies, so as to ensure an equitable alignment between the services rendered, the benefit provided to the employee and the cost borne by each Group company.

Further, as the eligible employees of the Shared Services Company would be performing common support functions for various Group companies, they may be granted SAR Units in respect of the equity shares of APL Apollo Tubes Limited as well as other eligible Group companies, as may be approved under the Scheme and in accordance with applicable law. The cost/expense attributable to such SAR Units shall be appropriately allocated and apportioned among the respective Group companies in proportion to the services/functions performed for, or attributable to, each such Group company, rather than being borne solely by APL Apollo Tubes Limited.

The proposed extension of eligibility is specifically linked to the shared services structure being implemented as part of the Group reorganisation and is not intended to increase the overall size or economic limits of the Scheme. The maximum number of SAR Units that may be granted and the maximum number of equity shares that may be issued upon exercise of such SAR Units will remain unchanged from the limits already approved by the Members. The existing per-employee limits and other terms and conditions of the Scheme will also continue to apply. Accordingly, the proposed amendment does not increase the maximum potential dilution to the shareholders arising from the Scheme; it only broadens the category of eligible employees who may receive grants within the existing limits of the Scheme.

The proposed amendment will accordingly facilitate a consistent approach to retention, motivation and long-term alignment of employees performing functions that are integral to the Group's operations, while aligning the eligibility framework of the Scheme with the revised organisational structure of the Group.

The underlying objective is that employees who serve the Group's common support functions should be able to participate in the equity-linked incentive schemes of the Group, rather than being confined to the scheme of any single Group entity, fostering a unified, Group-wide approach to talent mobility and long-term incentive alignment.

No increase in Scheme size or dilution

The Members' attention is specifically drawn to the fact that the proposed amendment is enabling in nature. It does not, by itself, increase the maximum number of SAR Units available for grant or the maximum number of equity shares issuable under the Scheme, and does not change the vesting conditions, exercise mechanism, pricing formula, per-employee limits or any other material term of the Scheme. All grants shall continue to be made by the Nomination and Remuneration Committee in accordance with the Scheme and applicable law. Employees who are Promoters or persons belonging to the Promoter Group, and Directors who, whether directly, through a relative, or through a body corporate, hold more than 10% of the outstanding equity shares of the Company, continue to remain excluded from participating in the Scheme.

Amendment to the definition of 'Employee' (Article 4.1.10 of the Scheme)

Article No.	Existing Provision	Amended Provision
4.1.10	"Employee" means a) an employee as designated by the Company, exclusively working in India or outside India; or b) a Director of the Company, whether a Whole-time Director or not, but excluding an Independent Director and Non-Executive Director; or c) an employee as defined in clause (a) or (b) of a Subsidiary, in India or outside India, of the Company. d) But does not include – (a) an Employee who is a Promoter or belongs to the Promoter Group; or (b) a Director who, directly or indirectly (including through a relative or body corporate), holds more than 10% of the outstanding shares of the Company.	"Employee" means a) an employee as designated by the Company, exclusively working in India or outside India; or b) a Director of the Company, whether a Whole-time Director or not, but excluding an Independent Director and Non-Executive Director; or c) an employee as defined in clause (a) or (b) of a Subsidiary or **its associate company**, in India or outside India, of the Company. d) But does not include – (a) an Employee who is a Promoter or belongs to the Promoter Group; or (b) a Director who, directly or indirectly (including through a relative or body corporate), holds more than 10% of the outstanding shares of the Company.

Consequential and clerical changes, including renumbering, have also been carried out across the Scheme to ensure clarity, coherence and internal consistency. None of these changes alter the substantive rights of any Eligible Employee.

Regulatory approvals

In terms of Regulation 6(3)(c) of the SEBI SBEB & SE Regulations, the approval of Members by way of a separate special resolution is required for extending the benefits of a scheme to employees of a subsidiary or associate company. Accordingly, the Special Resolution at Item No. 10 is placed before the Members for their approval.

None of the Directors or Key Managerial Personnel of the Company, or their respective relatives, is in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 10, except to the extent of any SAR Units that may be granted to them, if any, in the ordinary course under the Scheme and in accordance with its terms.

The Board recommends the Special Resolution at Item No. 10 for approval of the Members.

Additional Disclosures Pursuant to Regulation 6(2) of the Sebi SBEB & SE Regulations

1. **Brief description of the Scheme:**

   The Scheme shall be called as the APL Apollo Tubes Limited Stock Appreciation Rights Scheme – 2019.

   The Scheme shall be implemented through direct route for extending benefits to Employees wherein the Company will distribute the Appreciation in the form of Shares in accordance with the Scheme.

   The Scheme will be administrated by the Nomination and Remuneration Committee constituted by the Board which for the purpose of this Scheme is designated as Compensation Committee as required under the SEBI SBEB & SE Regulations.

2. **Total number of SAR Units to be granted under the Scheme:**

   The original pool under the Scheme comprised 10,00,000 (Ten Lakh) SAR Units and the maximum number of Shares that may be issued and allotted pursuant to exercise of SAR Units shall not exceed 5,00,000 having a face value of ₹10 each.

   Further, the shareholders vide their resolution dated December 3, 2020, approved the subdivision of equity shares of the Company from face value of ₹10 each to ₹2 each.

   Consequently, pursuant to the sub-division of equity shares, the maximum number of SAR Units that may be issued pursuant to this Scheme shall not exceed 50,00,000 and the maximum number of Shares that may be issued and allotted pursuant to exercise of SAR Units shall not exceed 25,00,000 having a face value of ₹2 each.

   If any SAR Unit granted under the Scheme lapses or is forfeited or surrendered under any provision of the Scheme, such SAR Unit shall be available for further grant under the Scheme unless otherwise determined by the Nomination and Remuneration Committee.

   Further, the maximum number of SAR Units that can be granted and the Shares arise upon exercise of these SAR Units shall stand adjusted in case of corporate actions (as defined in the Scheme).

3. **Identification of classes of Employees entitled to participate and be beneficiaries in the Scheme:**

   a. An employee as designated by the Company, who is exclusively working in India or outside India; or

   b. A Director of the Company, whether a Whole Time Director or not but excluding Independent Director and Non–Executive Director; or

   c. An Employee as defined in clause (a) or (b) of a Subsidiary or its associate company, in India or outside India of the Company

   But does not include:

   a. An Employee who is a Promoter or a person belonging to the Promoter Group; or

   b. A Director who either himself or through his Relative or through any Body Corporate, directly or indirectly, holds more than ten percent of the outstanding Shares of the Company.

4. **Requirement of Vesting and period of Vesting:**

   Vesting period shall commence after minimum 1 (One) year from the grant date and it may extend upto maximum of 4 years from the grant date, at the discretion of and in the manner prescribed by the Nomination and Remuneration Committee.

   The vesting schedule will be clearly defined in the grant letter of respective Employees. The Actual vesting may further be linked with the eligibility criteria, as determined by the Nomination and Remuneration Committee in accordance with the Scheme, the same will be mentioned in the grant letter.

5. **Maximum period within which the SAR Units shall be vested:**

   The SAR Units granted under the Scheme shall vest within a maximum period of 4 years from the grant date.

6. **SAR Price or Pricing Formula:**

   SAR Price will be determined by the Nomination and Remuneration Committee at the time of grant of SAR Units. SAR Price shall be calculated on the basis of market price on the date of the meeting of the Nomination and Remuneration Committee wherein the grant of SAR Units will be approved.

   For the above purpose, Market price means the latest available closing price on a recognized stock exchange on which the Shares of the Company are listed on the date immediately prior to the relevant date.

   Explanation – If the Shares of the Company got listed on more than one stock exchange, then the closing price on the stock exchange having higher trading volume shall be considered as the market price.

   Further for the above purpose, relevant date means the date of the meeting of the Nomination and Remuneration Committee on which the grant is made.

The formula for determination of the SAR Price shall remain the same as approved earlier by the members.

7. **Exercise period and process of Exercise:**

The vested SAR Units can be exercised by Grantees within the exercise period which shall be 1 year from the date of last vesting. The vested SAR Units shall be exercisable either wholly or in part, according to the terms and conditions as determined and mentioned under the vesting letter. However, no fraction of a vested SAR Unit shall be exercisable.

After exercising, the Grantee shall be entitled to receive such number of Shares the value of which is equivalent to the amount of appreciation, calculated as mentioned under the Scheme.

The mode and manner of the exercise shall be communicated to the Employees individually.

The formula for determination of the SAR Price shall remain the same as approved earlier by the members.

8. **Appraisal process for determining the eligibility of the Employees for the Scheme:**

The Nomination and Remuneration Committee may on the basis of all or any of the following criteria, decide on the Employees / Grantees who are eligible for the grant / vesting of SAR Units under the Scheme and the terms and conditions thereof.

- Loyalty: It will be determined on the basis of tenure of employment of an Employee / Grantee in the Company.
- Performance of Employee / Grantee: Employee's / Grantee's performance during the financial year on the basis of the parameters decided by the Board of Directors.
- Performance of Company: Performance of the Company as per the standards set by the Board of Directors.
- Any other criteria as decided by the Committee in consultation with Board of Directors from time to time.

9. **Maximum number of SAR Units to be issued per employee and in aggregate:**

The maximum number of SAR Units that can be granted to any eligible Employee during any one year shall not be equal to or exceed 1% of the issued capital of the Company at the time of grant. The Committee may decide to grant such number of SAR Units equal to or exceeding 1% of the issued capital to any eligible Employee as the case may be, subject to the separate approval of the Members in a general meeting.

The maximum number of SAR Units that may be issued pursuant to this Scheme shall not exceed 50,00,000 and the maximum number of Shares that may be issued and allotted pursuant to exercise of SAR Units shall not exceed 25,00,000.

10. **The Maximum quantum of benefits to be provided per employee under the scheme:**

The maximum quantum of benefit that will be provided to every eligible Employee under the Scheme will be the appreciation amount, calculated as per the Scheme, and consequent allotment of Equity Shares having equivalent to the appreciation earned.

11. **Whether the scheme(s) is to be implemented and administered directly by the company or through a trust:**

The Scheme shall be implemented through Direct Route for extending benefits to Employees wherein the Company will distribute the appreciation, calculated as per the Scheme, in the form of Equity Shares in accordance with the Scheme.

Scheme shall be implemented and administered directly by the Nomination & Remuneration Committee of the Company.

12. **Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both:**

The Scheme involves new issue of Equity Shares by the Company.

13. **The amount of loan to be provided for implementation of the scheme by the Company to the trust, its tenure, utilization, repayment terms, etc.:**

Not Applicable, as the Scheme is implemented through Direct Route.

14. **The Maximum percentage of secondary acquisition (subject to limits specified under the SEBI SBEB & SE Regulations that can be made by the trust for the purposes of the scheme:**

Not Applicable, as the Scheme is implemented through Direct Route.

15. **Disclosure and Accounting Policies:**

The Company shall comply with the disclosures requirements and the accounting policies prescribed under Regulation 15 of the **SEBI SBEB & SE Regulations** or as may be prescribed by regulatory authorities from time to time.

16. The method which the Company shall use to value its SAR Units:

The Company shall comply with the requirements of IND-AS and shall use Fair Value method.

Compensation cost will be booked in the books of account of the Company over the vesting period.

17. Statement with regard to Disclosure in Director's Report:

In case the Company opts for Intrinsic Value for expensing of the benefits of the Scheme, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the Fair Value, will be disclosed in the Directors Report and the impact of this difference on profits and on Earnings Per Share (EPS) of the Company will also be disclosed in the Directors Report.

18. Period of Lock-in:

The Shares allotted to the Grantees pursuant to exercise of SARs will not be subject to any lock-in period and can be freely sold by the Grantee.

19. Terms & conditions for buyback, if any, of specified securities covered under these regulations:

The Committee shall determine the procedure for buy-back of SARs granted under the Scheme, if undertaken by the Company at any time, along with the applicable terms and conditions, in accordance with applicable laws.

A copy of the Scheme, as proposed to be amended pursuant to the resolutions at Item Nos. 10, together with related documents, will be available for inspection by Members during business hours at the Registered Office of the Company up to the date of the Annual General Meeting, and shall also be made accessible electronically in the manner provided under the Companies Act, 2013, the SEBI SBEB & SE Regulations and the SEBI LODR Regulations.

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

Sd/-
Vipul Jain
Company Secretary & Compliance Officer
M. No.: A20971

Registered Office:
37, Hargobind Enclave,
Vikas Marg, New Delhi – 110092

Date: August 21, 2026
Place: Noida

DETAILS OF DIRECTORS SEEKING APPOINTMENT AND REAPPOINTMENT

[Pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and the Secretarial Standard -2]

Name of Director	Ashok Kumar Gupta	Rahul Gupta
Age	70	32
Director Identification Number (DIN)	01722395	07151792
Nationality	Indian	Indian
Date of first appointment on the Board	October 19, 2011	August 6, 2021
Nature of expertise in specific functional areas	Management & Technical	Entrepreneur & Management
Qualification	Master Degree in Physics	Graduate
Shareholding in the Company directly or as beneficial holder	70 equity shares	NIL
Terms and conditions of appointment / re-appointment	Re-appointment pursuant to retire by rotation. The terms and conditions of his re-appointment shall remain the same as those applicable to him prior to such re-appointment.	Re-appointment pursuant to retire by rotation. The terms and conditions of his re-appointment shall remain the same as those applicable to him prior to such re-appointment.
Details of remuneration sought to be paid and the remuneration last drawn by such person	As a Non-Executive Director, he is entitled to sitting fees for attending meetings of the Board/ Committees. Shri Ashok Kumar Gupta does not draw any remuneration from the Company in his capacity as Non-Executive Director.	As a Non-Executive Director, he is entitled to sitting fees for attending meetings of the Board/ Committees. Shri Rahul Gupta does not draw any remuneration from the Company in his capacity as Non-Executive Director.
Directorships held in other companies	• Sanu Steels Private Limited • Paints and Coatings Skill Council • Holistic Senior Care Private Limited • SG Green Buildings Private Limited • Covai Senior Citizens Services Private Limited	• Blue Ocean Projects Private Limited • S Gupta Homes Private Limited • SG Air Travel Private Limited • APL Apollo Mart Limited • SG Green Buildings Private Limited • APL Apollo Building Products Limited • Apex Fincorp Advisors Private Limited • Ayansh Realtors Private Limited
Membership / Chairpersonship of Committee(s) of other Companies	None	None
Relationship with other Directors, Manager and Key Managerial Personnel of the company	Nil	Son of Shri Sanjay Gupta, Chairman and Managing Director
Number of meetings of the Board attended during the year (till the date of this notice)	Three	Two
Listed entities from which the person has resigned in the past three years	• Shalimar Paints Ltd • Apollo Pipes Limited	SG Finserve Limited

Name of Director	Ashok Kumar Gupta	Rahul Gupta
Brief Profile & experience	Shri Ashok Kumar Gupta holds a Master's degree in Physics and completed his PGDBA from AIMA. He is an Industry veteran with over three decades of experience working in critical management positions in reputed organisations including SAIL, Jindal, Bhushan Steel, the L.N. Mittal Group, Apollo Pipes Ltd. and Shalimar Paints Limited. He has been the driving force for propelling the growth engine and yielding profitable results for the Company.	Shri Rahul Gupta has successfully attained a Bachelor of Commerce (Honours) degree from Delhi University. Additionally, he has completed executive courses in Management at esteemed business schools, including the London School of Economics and the Indian Institute of Management, Ahmedabad (IIMA). Shri Rahul Gupta is a promising entrepreneur with approximately ten years of experience in the manufacturing sector of structural steel tubes, where he has overseen operational management, marketing and institutional sales functions. He was honoured with the 'Young Achiever Award' for Organisation Building at the Global HR Summit in 2017.

Name of Director	Asha Anil Agarwal	Hosdurg Sundar Kamath Upendra Kamath
Age	65	72
Director Identification Number (DIN)	09722160	02648119
Nationality	Indian	Indian
Date of first appointment on the Board	October 30, 2023	October 30, 2023
Nature of expertise in specific functional areas	Taxation, Finance and General Management	Banking, Risk Management, Treasury and Credit Monitoring
Qualification	Law graduate	CAIIB and B.Com
Shareholding in the Company directly or as beneficial holder	NIL	NIL
Terms and conditions of appointment / re-appointment	Re-appointment as Independent Director for a period of 5 years with effect from October 30, 2026.	Re-appointment as Independent Director for a period of 5 years with effect from October 30, 2026.
Details of remuneration sought to be paid and the remuneration last drawn by such person	As an Independent Director, she is entitled to sitting fees for attending meetings of the Board/ Committee.	As an Independent Director, he is entitled to sitting fees for attending meetings of the Board/ Committee.
Directorships held in other companies	• Apollo Metalex Limited • APL Apollo Building Products Limited • SG Finserve Limited • Kisan Mouldings Limited • Authum Investment & Infrastructure Limited • Transline Technologies Limited • Lesol City Limited	• SG Finserve Limited • Sharda Cropchem Limited • Kisan Mouldings Limited • Online PSB Loans Limited • Edel Finance Company Limited • Auxilo Finserve Private Limited • Zuno General Insurance Limited • Green Bridge Capital Advisory Private Limited

Name of Director	Asha Anil Agarwal	Hosdurg Sundar Kamath Upendra Kamath
Membership / Chairpersonship of Committee(s) of other Companies:	• SG Finserve Limited - Member of Audit Committee • Kisan Mouldings Limited - Chairperson of Audit Committee - Chairperson of Stakeholders Relationship Committee • Authum Investment & Infrastructure Limited - Member of Audit Committee - Chairperson of Stakeholders Relationship Committee	• SG Finserve Limited - Chairperson of Audit Committee • Sharda Cropchem Limited - Member of Audit Committee • Online PSB Loans Limited - Chairperson of Audit Committee • Zuno General Insurance Limited - Member of Audit Committee • Edel Finance Company Limited - Member of Audit Committee - Member of Stakeholders Relationship Committee
Relationship with other Directors, Manager and Key Managerial Personnel of the company	None	None
Number of meetings of the Board attended during the year (till the date of this notice)	Three	Three
Listed entities from which the person has resigned in the past three years	None	None
Brief Profile & experience	Mentioned in Explanatory Statement Item No. 6	Mentioned in Explanatory Statement Item No. 7

Name of Director	Rajeev Anand	Dinesh Kumar Mittal
Age	66	73
Director Identification Number (DIN)	02519876	00040000
Nationality	Indian	Indian
Date of first appointment on the Board	May 11, 2024	May 11, 2024
Nature of expertise in specific functional areas	Strategic Leadership, Business Complexity, Governance Finance & Risk, People & talent Understanding, Diversity of perspective.	Infrastructure, International Trade, Urban Development, Renewable Energy, Energy, Agriculture Development and Micro Credit, Corporate Governance, Banking, Insurance, Pension and Finance.
Qualification	Diploma in Mechanical Engineering	IAS and Master's degree in physics with specialization in Electronics
Shareholding in the Company directly or as beneficial holder	NIL	NIL
Terms and conditions of appointment / re-appointment	Re-appointment as Independent Director for a period of 5 years with effect from May 11, 2027.	Re-appointment as Independent Director for a period of 5 years with effect from May 11, 2027.
Details of remuneration sought to be paid and the remuneration last drawn by such person	As an Independent Director, he is entitled to sitting fees for attending meetings of the Board/ Committee.	As an Independent Director, he is entitled to sitting fees for attending meetings of the Board/ Committee.

Name of Director	Rajeev Anand	Dinesh Kumar Mittal
Directorships held in other companies	• DIC India Limited	• Indus Towers Limited • Max Estates Limited • New Delhi Television Limited • Shivalik Small Finance Bank Limited • Arohan Financial Services Limited • Bharti Life Insurance Company Limited • Lohia Corp Limited • Business Strategy Advisory Services Private Limited • Las Ventures Private Limited
Membership / Chairpersonship of Committee(s) of other Companies:	• DIC India Limited - Member of Stakeholders Relationship Committee	• Max Estates Limited - Chairperson of Audit Committee - Chairperson of Stakeholders Relationship Committee • New Delhi Television Limited - Member of Audit Committee • Shivalik Small Finance Bank Limited - Member of Audit Committee • Arohan Financial Services Limited - Chairperson of Audit Committee
Relationship with other Directors, Manager and Key Managerial Personnel of the company	None	None
Number of meetings of the Board attended during the year (till the date of this notice)	Three	Three
Listed entities from which the person has resigned in the past three years	None	• Niva Bupa Health Insurance Company Limited • Max Financial Services Limited • Balrampur Chini Mills Ltd • Bharti Airtel Limited
Brief Profile & experience	Mentioned in Explanatory Statement Item No. 8	Mentioned in Explanatory Statement Item No. 9

Note: Pursuant to Regulation 26 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, only two Committees viz. Audit Committee and Stakeholders Relationship Committee have been considered.

FOR ATTENTION OF THE MEMBERS

1. **Dematerialisation of Shares and Liquidity**: SEBI has mandated that securities of listed companies can be transferred/ traded only in dematerialized form. Further, SEBI vide its circulars/notifications, mandated that all service requests for issue of duplicate certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, subdivision/ splitting/ consolidation of certificate, transmission and transposition be also processed in dematerialised form only. In view of the same, Members are advised to get their shares dematerialized. Members can contact the Company's Registrar & Share Transfer Agent (RTA): M/s Abhipra Capital Ltd. Abhipra Complex A-387, Dilkhush Indl Area, G.T. Karnal Road, Azadpur, Delhi-110033 or may write to the Secretarial Department of the Company at SG Centre, Plot No. 37-C, Block-B, Sector-132, Noida, Gautam Buddha Nagar, U.P.-201304, for assistance in this regard. Dematerialisation facility is available both on NSDL and CDSL. Company's ISIN No. is INE702C01027.

2. **Special window for re-lodgment of transfer request of physical shares:**

   Pursuant to SEBI Circular No. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated January 30, 2026, a Special Window has been opened from February 5, 2026 to February 4, 2027 to facilitate the transfer and dematerialisation of physical securities that were sold or purchased prior to April 1, 2019. The facility is available to eligible investors who had not lodged the securities for transfer, as well as those whose transfer requests were rejected/returned/not attended to due to deficiency in the documents/process/or otherwise.

   The request may be submitted to the Company's Registrar & Share Transfer Agent (RTA): Abhipra Capital Limited, Abhipra Complex, Dilkhush Industrial Area, G.T. Karnal Road, Azadpur, New Delhi – 110033, Phone: 011-42390725, E-mail: rta@abhipra.com.

   Note: Re-lodged transfers will be processed only in demat form. A demat account is mandatory. Investors must provide the Client Master List along with the transfer deed, share certificate, and other relevant documents. No requests will be accepted after February 4, 2027.

3. **Investor Education and Protection Fund**: Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members who have not claimed their dividend from the financial year 2019-20 and onwards may write to the Secretarial Department of the Company at the address mentioned above. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.mca.gov.in.

4. SEBI vide its Master Circular SEBI/HO/OIAE/OIAE_IAD3/P/CIR/2023/195 dated December 28, 2023, regarding Online Dispute Resolution (ODR), which is in addition to the existing SCORES platform which can be utilized by the investors and the Company for dispute resolution. Please note that the investors can initiate dispute resolution through the ODR portal only after exhausting the option to resolve dispute with the Company and on the SCORES platform. The said circular is available on the website of the Company at www.aplapollo.com.

5. As mandated by SEBI, with effect from April 1, 2024, dividend to the members holding shares in physical mode shall be paid only through electronic mode. Such payment shall be made only after they have furnished their Permanent Account Number, Contact Details (Postal Address, Mobile Number and E-mail), Bank Account Details, Specimen Signature, etc., for their corresponding physical folios with the Company / Registrar & Share Transfer Agent (RTA).

6. Members are requested to intimate/update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc. Members holding shares in dematerialized form are requested to intimate all changes to their Depository Participant.

For shares held in physical mode by submitting to Registrar & Share Transfer Agent (RTA): M/s Abhipra Capital Ltd. the forms given below along with requisite supporting documents:

S. No.	Particulars	Form
1.	Registration of PAN, postal address, e-mail address, mobile number, Bank Account Details or changes / updation thereof	ISR -1
2.	Confirmation of Signature of member by the Banker	ISR-2
3.	Registration of Nomination	SH-13
4.	Cancellation or Variation of Nomination	SH-14
5.	Declaration to opt out of Nomination	ISR-3

Any service request shall be entertained by RTA only upon registration of the PAN and KYC details.

7. Members are requested to quote their Folio No./DP ID- Client ID and details of shares held in physical/demat mode, e-mail ids and Telephone No. for prompt reply to their communications.