Postal Ballot Notice

APL APOLLO TUBES LIMITED
REGD. OFFICE: 37, HARGOBIND ENCLAVE,
VIKAS MARG, NEW DELHI – 110 092
CIN : L74899DL1986PLC023443
Ph.: 011-22373437 Fax: 011-22373537
Email id : comsec@aplapollo.com
Website : www.aplapollo.com

POSTAL BALLOT NOTICE

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

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (the "Act") read with the Companies (Management and Administration) Rules, 2014 that M/s. APL Apollo Tubes Limited (the "Company") is seeking the consent of its members for the Special Business to be transacted by way of Postal Ballot.

The Company seeks the consent of Members for the aforesaid proposals through resolutions specified below. Statement pertaining to the said Resolutions is also annexed. Accordingly, the said Resolutions and Statement along with Postal Ballot Form are being sent to you for your consideration. The Company has appointed Mr. Deepak Kumar Lath, Practicing Company Secretary as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in this notice and return the Postal Ballot Form duly completed in the attached self addressed, postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours (i.e., 11:00 a.m.) on Tuesday, September 30, 2014. Postal Ballot Forms received after this date will be considered invalid. The Scrutinizer will submit his report to Chairman on completion of the scrutiny. The results of the Postal Ballot shall be announced by a Chairman / Managing Director/Company Secretary of the Company at AGM on Tuesday, September 30, 2014 and displayed on the Notice Board at 37, Hargobind Enclave, Vikas Marg, Delhi – 110092. Additionally, the result will be communicated to the National Stock Exchange of India Limited, Bombay Stock Exchange and other stock exchanges where equity shares of the company are listed and will also be placed on the website of the Company.

The date of declaration of the results of the postal ballot shall be the date on which the resolution shall be deemed to have been passed, if approved by requisite majority.

Approval of the Members is being sought for the following businesses:

Item no. 1 : Creation of charge or mortgage on the assets of the Company under section 180(1)(a) of the Act

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to section 180(1)(a) of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013, and the rules made there under, and all other applicable provisions, if any, or any other law for the time being in force [including any statutory modification(s) or re-enactment thereof for the time being in force] and in supersession / continuation of the special resolution passed by the members on December 29, 1986, under section 293(1)(a) of the Companies Act, 1956, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include any committee thereof) to create such charges, mortgages and hypothecations in addition to existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future and in such form and manner as the Board may deem fit in favour of Banks/Financial Institutions/Agents/Trustees etc. (hereinafter referred to as "Lenders") for securing the borrowings availed/to be availed by way of rupee/foreign currency loans, other external commercial borrowings, issue of debentures / Bonds etc. on such terms and conditions as may be mutually agreed with the Lenders of the Company towards security for borrowing of funds for the purposes of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized and it shall always be deemed to have been so authorized to finalize and execute with the Lenders the requisite agreement, documents, deeds and writings for borrowing and/ or creating the aforesaid mortgage(s) and/ or charge(s) and to do all such other acts, deeds and things as may be necessary to give effect to the above resolution.

Item 2 : Members approval for borrowing limit of the Company

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

RESOLVED THAT in supersession / continuation of resolution passed at the Extra Ordinary General Meeting held on June 30, 2010, consent of the Company be and is

referred to as "the Board" which term shall be deemed to include any Committee thereof constituted in this regard) under Section 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof) and applicable laws, rules and regulations, guidelines etc., if any, to borrow money for the purposes of the business of the Company as may be required from time to time either in foreign currency and / or in Indian rupees, as may be deemed necessary, on such terms and conditions and with or without security as the Board of Directors may think fit, which together with the money already borrowed by the Company (apart from the loans repayable on demand or within six months from the date of the loan such as short-term, cash credit arrangements, the discounting of bills and the issue of other short-term loans of a seasonal character, but does not include loans raised for the purpose of financial expenditure of a capital nature, obtained from the bankers of the Company in the ordinary course of business) at any time shall not exceed in the aggregate ₹ 500 Crore (Rupees Five Hundred Crore only) irrespective of the fact that such aggregate amount of borrowings outstanding at any one time may exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do or cause to be done all such acts, deeds and other things as may be required or considered necessary or incidental thereto, for giving effect to the aforesaid resolution."

Notes :

i) The explanatory statement and reasons for the proposed resolution pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto.

ii) The Company has appointed Shri Deepak Kumar Lath of M/s. Lath Deepak & Associates as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

iii) The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/Statements of beneficial ownership maintained by the Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on Friday, August 22, 2014 .

iv) In accordance with the provisions of Section 101 of the Companies (Management and Administration) Rules, 2014, this Postal Ballot Notice along with the Postal Ballot Form is being sent by speed post to all the members.

v) In compliance with the provisions of sections 108 and 110 and other applicable provisions of the Companies Act, 2013, read with rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to all its members as an alternative mode of voting which will enable the members to cast their vote electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting. Please note that e-voting is optional.

vi) The voting period begins on September 1, 2014, 2014 at 10.00 a.m. (IST) and ends on September 30, 2014 at 11.00 a.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 (record date) of August 22, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

vii) Kindly note that the Members can opt for only one mode of voting i.e., either by post or e-voting. If the Members opt for e-voting, then they should not vote by post and vice versa. However, in case Members cast their vote by post and e-voting, then voting done through e-voting shall prevail and voting done by post will be treated as invalid.

viii) The Postal Ballot Notice is also being published in Financial Express and Jansatta, Delhi edition and the same has been uploaded on the Company's website viz., http://www.aplapollo.com & http://www.cdslindia.com.

ix) All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts and other statutory registers are open for inspection by the Members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m on all working days except Saturdays, Sundays and national holidays, from the date hereof up to Tuesday, September 30, 2014.

x) The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on the cut-off date i.e. Friday, August 22, 2014

xi) Instructions for Voting:

A. Voting through Physical Postal Ballot Form

1. A member desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self-addressed prepaid postage Envelope. However, in case a Member sends the Postal Ballot by courier or registered post or delivers it in person at his expense, such Postal Ballots will also be accepted.

2. The Postal Ballot Form, duly completed and signed by the Member(s) should be returned in the enclosed self-addressed prepaid postage Envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours i.e. before 11:00 a.m. on Tuesday, September 30, 2014. Any Postal Ballot Form received after the said date shall be treated as if the reply from the Member(s) has not been received. No other form or photocopy of the Postal Ballot Form will be permitted / accepted.

Instructions and other information relating to e-voting are as under:

i. The e-voting facility can be availed by typing the link www.evotingindia.com in the internet browser.

ii. Click on the "shareholders" tab.

iii. Now select the Company name from the drop down menu and click on "SUBMIT"

iv. Now Enter your User ID

   a. For CDSL: 16 digits beneficiary ID,

   b. For NSDL : 8 character DP ID followed by 8 Digits Client ID,

   c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

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

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

vii. If you are a first time user follow the steps given below

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Rajesh Kumar with folio number 100 then enter RA00000100 in the "PAN" field
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio respectively in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio respectively. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

viii. After entering these details appropriately, click on "SUBMIT" tab.

ix. Members holding shares in physical form will then reach directly the Company selection screen.

However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

xi. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

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

xiii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

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

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

xvi. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xvii. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodians are required to log on to https://www.evotingindia.co.in and register themselves as Corporates and custodians respectively.

- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.inunder help section or write an email to helpdesk.evoting@cdslindia.com.

In case of members receiving Postal Ballot Form by Post:

A) Please follow all steps from sl. no. (i) to sl. no. (xvii)

B) The voting period begins on September 1, 2014 at 10:00 a.m. (IST) and ends on September 30, 2014 at 11:00 a.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 (record date) of August 22, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

The Scrutinizer will submit his report to the Chairman of the Company and result of the voting by postal ballot will be announced at AGM on Tuesday, September 30, 2014 and displayed on the Notice Board at 37, Hargobind Enclave, Vikas Marg, Delhi – 110092. Additionally, the result will be communicated to the National Stock Exchange of India Limited, Bombay Stock Exchange and other stock exchanges where equity shares of the company are listed and will also be placed on the website of the Company and the website of CSDL within 2 (two) days of the passing of the resolution.

STATEMENT AND REASONS FOR THE PROPOSED RESOLUTIONS PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013

Item 1

Creation of charge or mortgage on the assets of the Company

The members of the Company at their Extra Ordinary General Meeting held on December 29, 1986 approved by way of Special Resolution under Section 293(1) (a) of the Companies Act, 1956, the creation of charge/mortgage on the properties/assets of the Company for securing any borrowing from lenders. Further, Section 180(1)(a) of the Act provides that the Board of Directors shall not sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking(s) of the Company except with the consent of the Company accorded by way of a Special Resolution. As the documents to be executed between the lenders/security holders/ trustees for the holders of the said securities and the Company may contain provisions to take over substantial assets of the Company in certain events, it is necessary to pass a Special Resolution under Section 180(1)(a) of the Act for creation of charges/ mortgages/ hypothecations etc. Further, as per the Circular No. 04/2014 dated March 25, 2014 issued by the Ministry of Corporate Affairs, the resolution(s) passed earlier under Section 293(1)(a) and 293(1)(d) of the Companies Act, 1956 will remain valid for

Section 180 of the Companies Act 2013.

Accordingly, it is proposed to obtain the Members' approval by way of Special Resolution to enable the Board of Directors to secure the borrowings of the Company and / or its subsidiary(ies) / affiliates(s) / associate(s) or other person(s) by creating charge, mortgage, hypothecation and other encumbrances, if any, on all or any of the movable and/or immovable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company.

However, Section 110 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 provides that the same resolution be passed by way of postal ballot. Accordingly the Company seeks to pass a fresh resolution through postal ballot.

The Board of Directors of the Company in its Meeting held on August 4, 2014 has approved the above proposal and recommended passing of the proposed Special Resolution as contained in Item no. 1 of the Notice, by members of the Company.

The Directors or Key Managerial Personnel or their relatives do not have any concern or interest, financial or otherwise, in passing of the said Special Resolution, except to the extent of their shareholding in the Company.

Item 2 : Members approval for borrowing limit of the Company

The Company is engaged in the business of manufacturing of ERW mild steel pipes and tubes in Black, Galvanized, Pre-Galvanized and Hollow Sections categories in various specifications, sizes, thicknesses and over the years the Company has emerged as a competitive supplier of high quality tubes for diverse applications across industries and sectors and its' products comply with Indian and International Standards. Its' brand 'APL Apollo' enjoys an outstanding reputation not only in India but in promising international markets also. 'APL Apollo' signifies our passion and commitment for innovations, superior quality, services and trust.

As the Company is under a rapid capacity expansion mode, major portion of capital expenditure requirement of the Company has to be funded by debt. The main constituents of the Company's borrowings are generally in the form of bonds/ debentures, rupee term loans from banks and financial institutions, foreign currency borrowings, foreign currency bonds etc.

In the Extra Ordinary General Meeting held on June 30, 2010, the Board of Directors was authorized under section 293 (1) (d) of the Companies Act, 1956 to borrow money which at any time shall not exceed in the aggregate 500 crore (Rupees Five Hundred Crore Only) irrespective of the outstanding at any one time may exceed the aggregate for the time being of the paid-up capital of the Company and its free reserves. Section 180 (1) (c) of the Companies Act, 2013 corresponds to Section 293 (1) (d) of the Companies Act, 1956 and the said section has been brought into effect from 12th September 2013. As per Section 180 (1) (c) of the Companies Act, 2013, the Board of Directors of the Company shall not, except with the consent of the Company by passing a Special Resolution, borrow money, together with the money already borrowed by the Company, in excess of the paid-up capital and free reserves of the Company. As per General Circular No. 04/2014 dated March 25, 2014, Ministry of Corporate Affairs has clarified that approval available under Section 293 shall be valid for a period of one year from the date of notification of the Section 180 of Companies Act, 2013.

In view of the above, approval of the Shareholders of the Company is being sought by way of Special Resolution (s), for authorizing the Board of Directors to borrow money from time to time, exceeding the paid up share capital of the Company and its free reserves provided that total amount so borrowed shall not at any time exceed ₹ 500 Crore.

The Board of Directors of the Company in its Meeting held on August 4, 2014 has approved the above proposal and recommended passing of the proposed Special Resolution as contained in Item no. 2 of the Notice, by members of the Company.

The Directors or Key Managerial Personnel or their relatives do not have any concern or interest, financial or otherwise, in passing of the said Special Resolution, except to the extent of their shareholding in the Company.

By order of the BoardAPL Apollo Tubes Ltd.

Adhish Swaroop
Company Secretary

Date: August 30, 2014
Place: Delhi - 110 092

Encl.: 1. Postal Ballot Form
2. Postage-prepaid Envelope

APL APOLLO TUBES LIMITED
REGD. OFFICE: 37, HARGOBIND ENCLAVE, VIKAS MARG, NEW DELHI – 110 092
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POSTAL BALLOT FORM

(Pursuant to provisions of Section 110 of the Companies Act, 2013 and rules made thereunder)

1. Name of the first Named Shareholder (In block letters) 2. Postal Address 3. Name(s) of the Joint Shareholder, if any (In block letters) 4. Registered folio No. / *Client ID No. (Applicable to investors holding shares in dematerialized form) 5. No. of shares held	
6. I/we hereby exercise my/our Vote in respect of the resolutions to be passed through postal ballot for the business stated in the notice of the Company dated August 22, 2014 by sending my/our assent or dissent to the said resolutions by placing a (✓) in the appropriate column below :	

S.No.	Item Description	No. of votes exercised corresponding to the total number of voting rights	I/we assent the resolution (FOR)	I/we assent the resolution (AGAINST)
1	Special resolution for creation of charge or mortgage on the assets of the Company under section 180(1)(a) of the Act			
2	Special Resolution for approval of the borrowing limit of the company under section 180(1)(c) of the Act			

(Signature of Member)

Place :
Date :

Email Id : ..... Tel / Mobile No. : .....

(1) Each equity shares of the company carry one vote
(2) Please read carefully the instructions printed in the notice before exercising the vote.

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN
140820048	As per instruction attached	As per instruction attached

Note : Please read the instructions printed overleaf carefully before exercising your vote. Last date for receipt of Postal Ballot Forms by

INSTRUCTIONS

1. A Shareholder desirous of exercising vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed Business Reply Envelope. Postal charges will be borne by the Company. Envelopes containing Postal Ballot Form, if deposited in person or sent by courier or any other mode at the expense of the Shareholders(s) will also be accepted.
2. Please convey your assent / dissent in this Postal Ballot form only. The assent or dissent received in any other form shall not be considered valid.
3. The self-addressed Business Reply Envelope bears the name and postal address of the Scrutinizer appointed by the Company.
4. The Board of Directors has appointed Mr. Deepak Kumar Lath, Lath Deepak & Associates, Practicing Company Secretary, having office at AA-175, First Floor, Shalimar Bagh, Near Fortis Hospital, Delhi - 110088 as scrutinizer for conducting Postal Ballot process in fair and transparent manner.
5. This Postal Ballot Form should be completed and signed by the Shareholder (as per specimen signature registered with the Company / R&TA or Depository Participants, in respect of shares held in the physical form or dematerialized form respectively). In case of joint holding, this Form must be completed and signed by the first named Shareholder and in his/her absence, by the next named Shareholder.
6. In case of shares held by Companies, Trusts, Societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution/authorization giving requisite authority to the person voting on the Postal Ballot Form, together with the duly attested specimen signature(s) of the authorized signatories.
7. The Postal Ballot Form duly completed and signed should be forwarded to the Scrutinizer appointed by the Company so as to reach him not later than the close of working hours of September 30, 2014 (i.e. 11:00 a.m. IST). Postal Ballot forms received after this date will be strictly treated as if the reply from such shareholder(s) has not been received.
8. A Shareholder can apply for duplicate postal ballot form through an email at investors@aplapollo.com, if so required. However, the duly filled in duplicate postal ballot form should reach the scrutinizer not later than the close of working hours of September 30, 2014 (i.e. 11:00 a.m. IST).
9. The right of voting by postal ballot shall not be exercised by proxy.
10. Members are requested to fill the postal ballot form in indelible ink (and avoid filling it by using erasable writing mediums like pencil).
11. Voting rights shall be reckoned on the paid up value of shares registered in the name(s) of shareholder (s) on the cut-off date i.e. August 22, 2014.
12. Unsigned, incomplete or incorrectly ticked postal ballot forms shall be rejected.
13. Members are requested not to send any other papers along with the postal ballot form in the enclosed self-addressed postage prepaid envelop. If any extraneous paper is found, the same will be destroyed by the scrutinizer.
14. There will be one postal ballot form for every folio/client ID, irrespective of the number of Joint holders.
15. The Scrutinizer's decision on the validity of postal ballot shall be final.
16. The Company is pleased to offer e-voting facility as an alternative, for all the shareholders of the company to enable them to cast their votes electronically instead of dispatching postal ballot form.

    E-voting is optional. The detailed procedure of e-voting is enumerated in the notes to the postal ballot notice.
17. The result along with scrutinizer's report of the postal ballot shall be announced and placed on the website of the company on September 30, 2014.