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

Notice is hereby given that the 29th Annual General Meeting of the Members of M/s. APL APOLLO TUBES LIMITED will be held at IMA-East Delhi Building, 35-X, Institutional Area, Karkardooma, Delhi - 110092 on Tuesday, September 30, 2014 at 12.45 P.M. to transact the following businesses :

ORDINARY BUSINESS :

1. To consider and adopt :
   (a) the audited financial statement of the Company for the financial year ended March 31, 2014, the reports of the Board of Directors and Auditors thereon; and
   (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2014.
2. To declare a dividend on equity shares.
3. To appoint a Director in place of Mr. Vinay Gupta (DIN:00005149), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
4. To appoint a Director in place of Mr. S. T. Gerela (DIN : 01565534), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
5. To appoint Auditors and fix their remuneration and for the purpose to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution :

   "RESOLVED THAT M/s. VAPS & Co., Chartered Accountants, New Delhi (Regn. No. 003612N), the retiring Auditors of the Company be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration as may be decided by the Board of Directors of the company."

SPECIAL BUSINESS:

6. To appoint Mr. Abhilash Lal (DIN: 03203177) as an Independent Director and for the purpose 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 Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time in force) and clause 49 of the Listing Agreement, Mr. Abhilash Lal (DIN: 03203177), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of 34th Annual General Meeting of the company in the calendar year 2019."

7. To appoint Mr. Anil Kumar Bansal (DIN: 06752578) as an Independent Director and for the purpose 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 Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time in force) and clause 49 of the Listing Agreement, Mr. Anil Kumar Bansal (DIN: 06752578), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of 34th Annual General Meeting of the company in the calendar year 2019."

8. To appoint Mr. Aniq Husain (DIN: 01435138) as an Independent Director and for the purpose 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 Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time in force) and clause 49 of the Listing Agreement, Mr. Aniq Husain (DIN: 01435138), who was appointed as a Director liable to retire by rotation pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of 34th Annual General Meeting of the company in the calendar year 2019."

9. To appoint Mr. S. T. Gerela (DIN: 01565534) as an Independent Director and for the purpose 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 Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time in force) and clause 49 of the Listing Agreement, Mr. S. T. Gerela (DIN: 01565534), who was appointed as a Director liable to retire by rotation pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of 34th Annual General Meeting of the company in the calendar year 2019."

10. 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.

11. 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 hereby accorded to the Board of Directors (hereinafter 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."

By order of the Board
APL Apollo Tubes Ltd.

Adhish Swaroop
Company Secretary

Registered Office :
37, Hargobind Enclave,
Vikas Marg, Delhi - 110092
CIN : L74899DL1986PLC023443
Ph.: 011-22373437 Fax: 011-22373537
Email id : comsec@aplapollo.com
Website : www.aplapollo.com

Date: August 4, 2014
Place: Delhi –110 092

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more Proxies to attend and vote instead of himself and the Proxy or Proxies so appointed need not be a member or members, as the case may be, of the Company. The instrument appointing the Proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or other authority shall be deposited at the registered office of the Company, not later than 48 hours before the time fixed for holding the meeting. A person shall not act as a Proxy for more than 50 members and holding in aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a Proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a Proxy for any other person.

2. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 19, 2014 to Monday, September 22, 2014 (both days inclusive), for the purpose of the Annual General Meeting and declaration of dividend.

3. A Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business listed at item No. 6- 11 is annexed hereto.

4. Members are requested to refer any change of address among others. :
   - To the Company's Registrar in respect of their physical share folios.
   - To their Depository Participants (DPs) in respect of their electronic demat accounts as the Company is obliged to print the bank details on the dividend warrant as furnished by NSDL/CDSL.

5. Members are requested to:
   - Send their queries, if any at least 10 days in advance of meeting so that the information can be made available
   - Note that copies of the Annual Report will not be distributed at the Annual General Meeting
   - Note that no gifts/coupons will be distributed at the Annual General Meeting

6. Members holding shares in multiple folios are requested to apply for consolidation to the Company or its Registrar along with relevant share certificates.

7. As per the Circular No. MRD/Dop/Cir-5/2009 dated May 20, 2009 issued by the Securities and Exchange Board of India (SEBI), it is mandatory to quote PAN

for transfer/transmission of shares in physical form. Therefore, the transferee(s)/legal heirs are required to furnish a copy of their PAN to the Registrar and Share Transfer Agent of the Company.

8. Reserve Bank of India has, vide its Circular No. RBI/2009-10/109/DPSS (CO)EPPD No. 191/04.01.01/2009-10, dated July 29, 2009 instructed the banks to move to the National Electronic Clearing Services (NECS) platform with effect from October 1, 2009. In view of the aforesaid, the shareholders are requested to forthwith furnish to the Company or RTA, their new bank account number allotted to them, after the bank has implemented the Core Banking System (CBS), along with the name of the bank, branch details, the nine digit MICR Code and the account type along with their folio number and a photocopy of the cheque pertaining to their bank account respectively, so that the future dividends, if declared, can be credited to their bank account, vide the NECS platform. In case shareholders are holding shares in demat form, there are requested to provide the above mentioned details to their respective DPs.

9. The Company is obliged to print such bank details on the dividend warrant(s)/NECS advice(s) as furnished by the depositories to the Company and the Company is constrained not to entertain any request for deletion/change in bank details already printed on the dividend warrant(s)/NECS advice(s) based on the information received from the concerned depositories, without confirmation from them. In this regard members are advised to contact their Depository Participant (DP) and furnish them the particulars of any change desired.

10. Electronic copy of the Annual Report and the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the above documents are being sent in the permitted mode.

11. Members are requested to affix their signatures at the space provided on the Attendance Slip annexed to Proxy Form and handover the Slip at the entrance of the meeting hall. Corporate members are requested to send a duly certified copy of the board resolution / power of attorney authorizing their representatives to attend and vote at the Annual General Meeting.

12. In view of the "Green Initiative" announced by Ministry of Corporate Affairs and circular issued by the Securities and Exchange Board of India (SEBI) , the Company will send all correspondences like General Meeting Notices, Annual Reports and any other communication in future (hereinafter referred as "documents") in electronic form, in lieu of physical form, to all those shareholders, whose email address is registered with Depository Participant{DP}/Registrar & Share Transfer Agent {RTA} [herein after 'registered e-mail address'] and made available to us, which would be deemed to be the shareholder's registered email address for serving documents including those covered under section 219 of the Companies Act, 1956 [the Act] read with section 53 of the Act and Clause 32 of the Listing Agreement executed with the Stock Exchanges.

    Please Note that the Annual Report of the Company will also be available on the Company's website www.aplapollo.com for ready reference. Shareholders are also requested to take note that they will be entitled to be furnished, free of cost, the aforesaid documents, upon receipt of requisition from the shareholders, any time, as a member of the Company.

13. All documents referred to in the accompanying notice, are open for inspection at the registered office of the Company on all working days, between 11 a.m. and 1 p.m. up to the date of meeting.

14. Members may also note that the Notice of the Annual General Meeting and the Annual Report will also be available on the Company's website www.aplapollo.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Delhi for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the members may also send their requests to investors@aplapollo.com.

    Brief resume of directors seeking appointment/re-appointment as required in Clause 49 of the Listing Agreement are as follows:

Name of Director	Mr. Vinay Gupta	Mr. S T Gerela	Mr. Abhilash Lal	Mr. Anil Kumar Bansal
Date of birth	September 5, 1976	February 6, 1938	October 16, 1964	May 22, 1953
Date of Appointment	May 16, 2008	May 16, 2008	February 12, 2014	August 4, 2014
Expertise in specific functional areas	Experience of over 15 years in exports and international markets with in depth knowledge of manufacturing and trading pipes, tubes, sheets and other steel products.	Experience of more than 4 decades in Capital markets, banking, regulatory affairs, management, administration & investor relations	Experience of more than 25 years in senior roles in all aspects of financial services including banking, consulting, insurance, investments and real estate across business development, strategy, advisory as well as operations.	Experience of almost 4 decades in banking industry and management affairs. Presently he is serving as Chairman and Director of CARE Limited and director of Canara HSBC Oriental Bank of Commerce Life Insurance Company Limited.
Qualification	Graduate	Law Graduate and CAIIB	BE (Mech), PGDM (IIM Bangalore)	M. Sc. (Agri.) and CAIIB
No. of Equity Shares held in the Company	21,900	Nil	Nil	1000
List of other companies in which directorships are held	Apollo Metalex Pvt. Ltd.* Apollo Pipes Ltd. Lloyds Line Pipes Ltd. Shri Lakshmi Metal Udyog Ltd. SMT Finance and Investment Ltd.	Satco Capital Markets Limited Potential Investments and Finance Limited	Nil	Credit Analysis And Research Limited Canara HSBC Oriental Bank of Commerce Life Insurance Company Ltd. Cent Bank Home Finance Ltd.
List of committees of the Board of Directors (across all companies) in which chairmanship/membership is held	APL Apollo Tubes Limited Investor Grievance Committee – Member : Member upto August 4, 2014 Audit Committee – Member w.e.f. August 4, 2014	APL Apollo Tubes Limited Stakeholders Relationship Committee – Chairman w.e.f. August 4, 2014 Nomination and Remuneration Committee – Member	APL Apollo Tubes Limited Nomination and Remuneration Committee – Chairman w.e.f. August 4, 2014 Audit Committee – Member w.e.f. August 4, 2014	APL Apollo Tubes Limited Audit Committee – Chairman w.e.f. August 4, 2014 Stakeholders Relationship Committee – Member w.e.f. August 4, 2014

*A wholly owned subsidiary of a limited company

Note:

1. The directorships held by Directors as mentioned above, do not include directorships of foreign companies, Section 25 companies and private limited companies.
2. Pursuant to Clause 49 of the Listing Agreement, three committees viz. the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee have been considered.

By order of the Board
APL Apollo Tubes Ltd.

Adhish Swaroop
Company Secretary

Date: August 4, 2014
Place: Delhi - 110 092

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 ("the Act")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice :

Item Nos. : 6 and 7

With a view to broad-base the Board and bring strategic focus in business and ensure better governance of the increased level of business activities of the Company, Mr. Abhilash Lal and Mr. Anil Kumar Bansal were appointed as Additional Director by the Board of Directors of the Company in its meeting held on February 12, 2014 and August 4, 2014 respectively.

However, in terms of the provisions of Section 161(1) of the Companies Act, 2013, Mr. Abhilash Lal and Mr. Anil Kumar Bansal would hold office up to the date of the ensuing Annual General Meeting.

The Company has received notices in writing from members along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Abhilash Lal and Mr. Anil Kumar Bansal for the office of Directors of the Company.

Mr. Abhilash Lal and Mr. Anil Kumar Bansal are not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given their consent to act as Directors.

Section 149 of the Companies Act, 2013 inter alia stipulate the criteria of independence should a company propose to appoint an independent director on its Board. As per the said section 149, an independent director can hold office for a term up to 5 (five) consecutive years on board of a company and he shall not be included in the total number of directors for retirement by rotation.

It is proposed to appoint Mr. Abhilash Lal and Mr. Anil Kumar Bansal as Independent Directors under Section 149 and Clause 49 of the Listing Agreement to hold office for 5 (five) consecutive years for a term up to the conclusion of the 34th Annual General Meeting in the calendar year 2019.

The company has received declarations from Mr. Abhilash Lal and Mr. Anil Kumar Bansal that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under clause 49 of the Listing Agreement. Mr. Abhilash Lal and Mr. Anil Kumar Bansal possess appropriate skills, experience and knowledge, inter alia, in the field of banking and finance.

In the opinion of the Board, Mr. Abhilash Lal and Mr. Anil Kumar Bansal fulfil the conditions for their appointment as Independent Directors as specified in the Act and the Listing Agreement and they are independent of the management.

Brief resume of Mr. Abhilash Lal and Mr. Anil Kumar Bansal including nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view his vast experience and knowledge, it will be in the interest of the company that Mr. Abhilash Lal and Mr. Anil Kumar Bansal are appointed as Independent Directors.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Save and except Mr. Abhilash Lal & Mr. Anil Kumar Bansal and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item Nos. 6 and 7 of the Notice.

The Board commends the Ordinary Resolution set out at Item Nos. 6 and 7 of the Notice for approval by the members.

Item Nos. : 8 and 9

Mr. Aniq Husain and Mr. S. T. Gerela are Independent directors of the company and have held the positions as such for more than 5 (five) years.

The Securities and exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of independent directors by a listed company.

Section 149 of the Companies Act, 2013 inter alia stipulate the criteria of independence should a company propose to appoint an independent director on its Board. As per the said section 149, an independent director can hold office for a term up to 5 (five) consecutive years on board of a company and he shall not be included in the total number of directors for retirement by rotation.

It is proposed to appoint Mr. Aniq Husain and Mr. S. T. Gerela as Independent Directors under Section 149 and

Clause 49 of the Listing Agreement to hold office for 5 (five) consecutive years for a term up to the conclusion of the 34th Annual General Meeting in the calendar year 2019.

The Company has received notices in writing from members along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Aniq Husain and Mr. S. T. Gerela for the office of Directors of the Company.

Mr. Aniq Husain and Mr. S. T. Gerela are not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given their consent to act as Directors.

The company has received declarations from Mr. Aniq Husain and Mr. S. T. Gerela that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under clause 49 of the Listing Agreement. Mr. Aniq Husain and Mr. S. T. Gerela possess appropriate skills, experience and knowledge, inter alia, in the field of technical, banking and management.

In the opinion of the Board, Mr. Aniq Husain and Mr. S. T. Gerela fulfil the conditions for their appointment as Independent Directors as specified in the Act and the Listing Agreement and they are independent of the management.

Brief resume of Mr. Aniq Husain and Mr. S. T. Gerela including nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Save and except Mr. Aniq Husain and Mr. S. T. Gerela and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item Nos. 8 and 9 of the Notice.

The Board commends the Ordinary Resolution set out at Item Nos. 8 and 9 of the Notice for approval by the members.

Item No. : 10

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 25th, 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 a period of one year from the date of notification of 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. 10 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 No. : 11

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 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. 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 25th, 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. 11 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.

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

I. Pursuant to provisions of section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 29th Annual General Meeting to be held on Tuesday, September 30, 2014 at 12.45 p.m. The Company has engaged the services of Central Depository Services Limited (CDSL) to provide the e-voting facility.

ii. These details and instructions form an integral part of the Notice for the Annual General Meeting to be held on 30th September, 2014.

iii. The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
September 24, 2014 9.00 A.M. IST	September 26, 2014, 6.00 PM IST

During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (August 22, 2014), may cast their vote electronically.

The e-voting module shall be disabled by CDSL after voting period ends.

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

v. Click on the "shareholders" tab.

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

vii. 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.

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

ix. 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.

x. 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.

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

xii. 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 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.

xiii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xiv. 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.

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

xvi. 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.

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

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

xix. 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.

xx. 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.

Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 22, 2014 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.

Mr. Deepak Kumar Lath, Practicing Company Secretary (Membership No. : FCS 5309 :: CP 3644), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor of or against, if any, forthwith to the Chairman of the Company.

The voting rights of shareholders shall be in proportion to their shares of the paid equity capital of the Company as on August 22, 2014.

The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizers' Report shall be placed on the Company's website www.aplapollo.com and on the website of CDSL within two days the passing of the resolutions at the 29th Annual General Meeting of the Company on September 30, 2014 and communicated to the NSE, BSE Ltd. and other stock exchanges where equity shares of the company are listed within the prescribed period.

By order of the Board
APL Apollo Tubes Ltd.

Adhish Swaroop
Company Secretary

Date: August 4, 2014
Place: Delhi –110 092

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

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

DP ID & Client ID / Folio No.	
No. of Shares	

I/WE HEREBY RECORD MY/OUR PRESENCE AT THE 29th ANNUAL GENERAL MEETING OF M/s. APL APOLLO TUBES LIMITED TO BE HELD ON TUESDAY, SEPTEMBER 30, 2014 AT 12.45 P.M. AT IMA-EAST DELHI BUILDING, 35-X, INSTITUTIONAL AREA, KARKARDOOMA, DELHI – 110092.

Member's Folio/DP ID-Client-ID Member's/ Proxy's name in Block Letters Member's/Proxy's Signature

Note:

1. Please complete the Folio/ DP ID-Client ID No. and name, sign this attendance Slip and hand it over at the Attendance Verification Counter at the entrance of the meeting hall.
2. Electronic copy of the Annual Report for 2013-2014 and Notice of the Annual General Meeting (AGM) alongwith Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/Depository participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of the Annual Report for 2013-2014 and the Notice of the Annual General Meeting alongwith Attendance Slip and Proxy form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

To
The Company Secretary,
APL Apollo Tubes Limited
37, Hargobind Enclave,
Vikas Marg, Delhi – 110092

I agree to receive all documents / notices from the Company in electronics mode. Please register my email id in your records for sending for sending communication through e-mail. The required details are as under.

Folio No: (For Physical Shares)	**:**
DP ID	**:**
Client ID	**:**
PAN No	**:**
Name of 1st Registered Holder	**:**
Registered address of Shareholder	**:**
Email Id	**:**
Contact No	**:**

Date:

Signature of First Holder

Important Communication to Shareholders

Green Initiative

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send e-mail at investors@aplapollo.com to update their e-mail address.

Demat Your Shares

Members are requested to convert their physical holding to demat form through any of the nearest depository participant (DPs) to avoid hassles involved with physical shares such as possibility of loss, mutilation, and to ensure safe and speedy transaction in securities.

Register Your National Electronic Clearing Services (NECS) Mandate

RBI has initiated NECS for credit of Dividend directly to the Bank Account of shareholders. Members holding shares in electronic mode are requested to register their latest Bank Account details (Core Banking Solutions enabled account number, 9 digit MICR and 11 digit IFS Code details) with their Depository Participant. Members holding shares in physical form are requested to register their latest Bank Account details (Core Banking Solutions enabled account number, 9 digit MICR and 11 digit IFS Code details) to the Company's R & T Agent.

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

PROXY FORM

Name of Member(s) :

Registered Address :

E-mail Id :

Folio No. / Client Id : DP ID:

I/ We being the member(s) of ..... Shares of the above named Company hereby appoint:

(1) Name:..... E-mail id.....Signature.....or failing him;

(2) Name..... E-mail id..... . Signature.....or failing him;

(3) Name..... E-mail id..... . Signature.....or failing him;

as my/our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the 29th Annual General Meeting of the Members of APL Apollo Tubes Limited to be held on Tuesday, September 30, 2014 at 12.45 P.M. at IMA-East Delhi Building, 35-X, Institutional Area, Karkardooma, Delhi - 110092 and at any adjournment thereof in respect of such resolutions as are indicated below:

DESCRIPTION OF RESOLUTIONS	FOR*	AGAINST*
ORDINARY BUSINESS		
1. Adoption of Audited Financial Statement for the year ended March 31, 2014		
2. Declaration of dividend on equity shares		
3. Re-appointment of Mr. Vinay Gupta (DIN : 00005149), Director who retires by rotation		
4. Re-appointment of Mr. S. T. Gerela (DIN : 01565534), Director who retires by rotation		
5. Re-appointment of M/s VAPS & Co., Chartered Accountants, the retiring Auditors, as Auditors of the Company and fixing their remuneration.		
SPECIAL BUSINESS - ORDINARY RESOLUTION		
6. To Appoint Mr. Mr. Abhilash Lal (DIN : 03203177) as an Independent Director of the Company		
7. To Appoint Mr. Anil Kumar Bansal (DIN : 06752578) as an Independent Director of the Company		
8. To Appoint Mr. Aniq Husain (DIN : 01435138) as an Independent Director of the Company		
9. To Appoint Mr. S. T. Gerela (DIN : 01565534) as an Independent Director of the Company		
10. To create charge or mortgage on the assets of the Company under section 180(1)(a) of the Act		
11. To approve the borrowing limit of the company under section 180(1)(c) of the Act		

Signed this .....day of 2014
Signature of shareholder .....
Signature of proxy holder(s) .....

Affix
One Rupee
Revenue
Stamp

Note: This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less then 48 hours before the commencement of the meeting.

*1. Please put 'x' in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

2. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.