



APL APOLLO TUBES LIMITED

Regd. Office: 37 Hargobind Enclave Vikas Marg, Delhi-110092

Corporate Identity Number: L74899DL1986PLC023443

Tel.: 91-11-44457164 • Website: www.aplapollo.com • email: investors@aplapollo.com

POSTAL BALLOT NOTICE

[Pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given to the Members of APL Apollo Tubes Limited (“**the Company**”), pursuant to Section 108 and 110 of the Companies Act, 2013 (“**the Act**”) read with Rule 20 and Rule 22 of Companies (Management & Administration) Rules, 2014 and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs, *inter-alia*, for conducting Postal Ballot through e-voting vide General Circulars Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020 10/2021, 20/2021 3/2022 and 11/2022 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021, May 05, 2022 and December 28, 2022 respectively (“**MCA Circulars**”) read with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**Listing Regulations**”) Secretarial Standards issued by the Institute of Company Secretaries of India on General Meeting (“**SS-2**”) and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), for seeking approval of shareholders of the Company, the resolution(s) appended below through postal ballot by remote e-voting process (“**E-voting**”).

As permitted under the MCA Circulars, the Company is sending the Notice in electronic form only to all those Members whose e-mail address are registered with the Company/Registrar and Share Transfer Agent (“**RTA**”) or Depository/Depository Participants and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, July 7, 2023. In compliance with Sections 108 and 110 of the Act read with the rules framed there under and the MCA Circulars, the Company has extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to the Notice.

Members may note that this Notice will also be available on Company’s website (www.aplapollo.com), Stock Exchanges’ website (www.bseindia.com and www.nseindia.com) and Central Depository Services (India) Limited (‘**CDSL**’)’s website (www.evotingindia.com).

SPECIAL BUSINESSES:

ITEM NO 1 - TO APPROVE THE REMUNERATION OF SHRI SANJAY GUPTA, CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT in furtherance to the resolutions passed by the members of the Company dated January 27, 2020, pursuant to the provisions of Sections 197, 198, Schedule V and other applicable

provisions, if any, of the Companies Act, 2013 (“the Act”), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), applicable clauses of the Articles of Association of the Company and pursuant to the approval of Board of Directors in their meeting held on May 12, 2023, consent of the members of the Company be and is hereby accorded for payment of remuneration to Shri Sanjay Gupta, Chairman & Managing Director of the Company w.e.f. June 1, 2023 till the end of his current tenure of appointment i.e. November 10, 2024, as set out in the explanatory statement to this resolution.

RESOLVED FURTHER THAT upon recommendation by Nomination and Remuneration Committee, the Board of Directors may alter and vary the terms and conditions of payment of remuneration to Shri Sanjay Gupta within the overall approved limit.

RESOLVED FURTHER THAT Shri Vinay Gupta, Director and Shri Deepak C S, 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 of necessary forms and returns with the concerned Registrar of Companies and other regulatory authorities, if required.”

ITEM NO 2 – TO APPROVE THE APPOINTMENT OF SHRI DEEPAK GOYAL (DIN: 03056481) AS THE WHOLE- TIME DIRECTOR DESIGNATED AS DIRECTOR (OPERATIONS) & GROUP CFO OF THE COMPANY

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Section 161 of the Companies Act, 2013 (“the Act”), and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) and Rules made thereunder and Articles of Association of the Company, Shri Deepak Goyal (DIN: 03056481), who was appointed as an Additional Director (Executive Category) of the Company, with effect from May 12, 2023, by the Board of Directors, based on the recommendation of the Nomination & Remuneration Committee, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to be retire by rotation.

“**RESOLVED THAT** upon the recommendation/ approval of the Nomination & Remuneration Committee and Board of Directors of the Company and pursuant to the provisions of Section 152, 161(1), 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule V to the Act and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and the applicable provisions of the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to appoint Shri Deepak Goyal as an Whole-time Director, designated as Director (Operations) & Group CFO of the Company, liable to be retire by rotation, for a term of five (5) years w.e.f. May 12, 2023, on the terms and conditions, including remuneration, as set out in the explanatory statement to this resolution.

RESOLVED FURTHER THAT upon recommendation by Nomination and Remuneration Committee, the Board of Directors may alter and vary the terms and conditions of payment of remuneration to Shri Deepak Goyal within the overall approved limit.

RESOLVED FURTHER THAT Shri Sanjay Gupta, Chairman & Managing Director, Shri Vinay Gupta, Director and Shri Deepak C S, 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 of necessary forms and returns with the concerned Registrar of Companies and other regulatory authorities, if required.”

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

**Place: Delhi
Date: 10.07.2023**

**Sd/-
Deepak C S
Company Secretary
(M. No. FCS-5060)**

NOTES FOR MEMBER'S ATTENTION:

1. Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") setting out all material facts relating to the proposed resolution is annexed hereto.
2. As per Section 108, 110 and other applicable provisions of the Act read with Rule 20 & 22 of the Rules, cut-off date for the purpose of reckoning the voting rights and sending the Notice is July 7, 2023 ("Cut-off date"). A person who is not a member as on the Cut-off date should treat the Notice for information purpose only. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date shall follow the same procedure for e-Voting as provided for below.
3. MCA vide its relevant circulars, has permitted companies to conduct the Postal Ballot by sending the Notice in electronic form only. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote e-voting only.
4. The Postal Ballot Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant (DP)/Company's Registrar and Transfer Agent (RTA) as on July 7, 2023. Members may note that the Postal Ballot Notice will also be available on the Company's website at www.aplapollo.com, Stock Exchanges' website (www.bseindia.com and www.nseindia.com) and Central Depository Services (India) Limited ('CDSL')'s website (www.evotingindia.com) and also at the website of our RTA at www.abhipra.com. Any member seeking e-copy of this notice may write to us at investors@aplapollo.com.
5. Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the Listing Regulations, the Company has engaged Central Depository Services (India) Limited ('CDSL') to provide e-voting facility for its Members. The procedure for e-voting is given below. The E-Voting facility is available at the link at www.evotingindia.com from 10:00 A.M. on Wednesday, July 12, 2023 up to 5:00 P.M. on Thursday, August 10, 2023. The e-voting module will be blocked by CDSL thereafter and voting shall not be allowed beyond the said date and time.

Once the vote on the resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again.
6. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. July 7, 2023.
7. The Board has, pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014 appointed Mr. Jatin Gupta, Practising Company Secretary (Membership No.: FCS 5651: COP

No.: 5236) as the Scrutinizer for conducting the voting process through Postal Ballot E-Voting in accordance with the law and in a fair and transparent manner.

8. Upon completion of scrutiny of the e-voting, the Scrutinizer shall submit his report within two working days from the end of the remote e-voting period, to the Chairman or any other person authorised by him. The results of the Postal Ballot will be announced by the Chairman or the authorised person at the corporate office of the Company within two working days from the closure of the voting period.
9. The results along with Scrutinizer's Report, shall be displayed at the Registered Office and Corporate office of the Company and placed on the Company's website at www.aplapollo.com and the website of CDSL immediately after the result is declared. The results shall be simultaneously communicated to the Stock Exchanges where the securities of the Company are listed.
10. The resolution, if passed by the requisite majority, shall be deemed to have been passed as if the same has been passed at a general meeting of the members convened in that behalf. The resolution, if approved by the requisite majority of members by means of Postal Ballot (i.e. remote e-voting), shall be deemed to have been passed on the last date specified by the Company for e-voting, i.e. Thursday, August 10, 2023.
11. **All documents referred to in the Notice and Explanatory Statement including disclosure of directors are available for inspection by the members at the Corporate Office of the Company on all working days except Saturdays, Sundays and National Holidays between 11:00 A.M. (IST) and 1:00 P.M. (IST) from the date of dispatch of the Notice upto the last date of e-voting i.e. Thursday, August 10, 2023. All the documents referred to in the accompanying Notice and Explanatory Statements, shall also be available for inspection through electronic mode, basis the request being sent on investors@aplapollo.com stating their name and Folio no./DP ID-Client ID/ Beneficiary ID.**
12. **Instructions for remote e-voting are as below:**
 - (i) The voting period begins on Wednesday, July 12, 2023 (10:00 A.M. IST) and end on Thursday, August 10, 2023 (5.00 P.M. IST) (both days inclusive). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, July 7, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) 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 **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
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<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<ol style="list-style-type: none"> 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 & New System Myeasi 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 & New System Myeasi 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.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 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. 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.
<p>Individual Shareholders (holding securities in</p>	<p>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</p>

demat mode) login through their Depository Participants (DP)	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.
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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. 1800225533
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 toll free no.: 18001020990 and 1800224430

(iii) Login method for Remote e-Voting 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)

	<ul style="list-style-type: none"> 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)	<p>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.</p> <ul style="list-style-type: none"> 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.

- (iv) After entering these details appropriately, click on “SUBMIT” tab.
- (v) 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.
- (vi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Click on the EVSN of the Company for which you choose to vote.
- (viii) 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.
- (ix) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (x) 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.
- (xi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiii) 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.
- (xiv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(i) 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.

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 at investors@aplapollo.com and/or RTA email at rta@abhipra.com.
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 e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800225533

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (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 at toll free no. 1800225533

ANNEXURE TO THE NOTICE

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

Item No. 1

The members that the members of the Company on January 27, 2020, had appointed Shri Sanjay Gupta as Chairman and Managing Director of the Company for a period of five years with effect from November 11, 2019 at an overall remuneration of ₹3.50 Crores p.a. and perquisites upto ₹1 Crores.

Keeping in view of the profile being handled by Shri Sanjay Gupta and his contribution in the growth of the Company, a need was felt to suitably revise the current remuneration being drawn by him to a level that is commensurate with the responsibilities of the CMD, scale of the Company's operations and industry standards. Accordingly, the Board of Directors of the Company, on recommendation of the Nomination & Remuneration Committee, in their respective meetings held on May 12, 2023, approved the following revised remuneration w.e.f. June 1, 2023 for remaining period of i.e. till November 10, 2024. :

- A. Salary: ₹5 Crores per annum
- B. Commission: upto 0.50% of the Profit before Tax
- C. Benefits, perquisites & Allowances: Upto ₹50 Lacs which shall include the following:

Furnished accommodation or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings, repairs and other amenities, car(s) with driver(s), Bonus; Performance incentive; medical reimbursement, club fees and leave travel concession for himself and his family; foreign tour for full members once in a year, medical insurance; and such other perquisites, allowances in accordance with the rules of the Company or as may be agreed by the Board of Directors and Shri Sanjay Gupta.

The remaining terms and conditions of the remuneration shall remain same as mentioned in resolution passed by the members dated January 27, 2020.

The proposed remuneration is within the limits prescribed under Section 197 read with Section I of Part II of Schedule V of the Companies Act, 2013.

It may also be noted that the provisions of Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which state that the compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if the annual remuneration payable to such executive director exceeds ₹5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher, is not applicable in the instant case since the proposed remuneration is less than 2.5 per cent of the net profits.

The Board while considering the recommendation of the Committee also considered the remuneration being paid to the CEOs/MDs of peer group companies in the industry, the contributions made by Shri Sanjay Gupta in the growth of the Company in making it a market leader in the industry with commendable and consistent performance over the last few years. The Board also considered the fact that he is not drawing remuneration from any of the subsidiaries of the Company despite taking part in the strategic decisions concerning those companies as a member of the Board. It was accordingly

deemed necessary to increase his remuneration adequately to a level commensurate with the responsibilities handled by him and the contributions made.

This explanatory statement along with the resolution may be treated as written memorandum setting out the terms of remuneration of Shri Sanjay Gupta under Section 197 of the Act. The Board of Directors recommends the Ordinary Resolution at Item No. 1 of the accompanying Notice, for the approval of the Members of the Company.

The necessary disclosures under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2, with respect to Shri Sanjay Gupta forms part of this notice.

Except Shri Sanjay Gupta, Shri Vinay Gupta and Shri Rahul Gupta, Directors and their relatives to the extent of their shareholding, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in this resolution.

Item No. 2

The Board of Directors of the Company based on recommendation of the Nomination & Remuneration Committee of the Company, at its meeting held on May 12, 2023, appointed Shri Deepak Goyal, as an Additional Director on the Board of the Company with immediate effect and also designated him as an Whole- time Director (Director (Operations) & Group CFO) for a term of 5 (five) years, w.e.f. May 12, 2023, liable to be retire by rotation, subject to approval of the members of the Company.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”), Shri Deepak Goyal shall hold office as an Additional Director upto the date of the next Annual General Meeting. However, in terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Company is required to obtain approval of shareholders for the appointment of a Director at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier. Accordingly, this proposal is being brought before the members for consideration through postal ballot keeping mind the above timelines.

Shri Deepak Goyal has been working as the Chief Financial Officer of the Company since February 18, 2015. He has been associated with the Company for last 10 years as he had joined APL in the year 2013. Prior to this, he worked with Surya Roshni Limited for about 9 years.

He is a member of ICAI. With an experience of around 2 decades in steel tubes manufacturing business, he, apart from finance and accounts, has handled operational management, marketing and institutional sales. He was responsible for developing corporate strategy, financial planning, overseeing corporate affairs, information technology, human resource and investor relations for APL Group.

Some of his notable achievements with the APL Group includes steering the strategic amalgamation of Apollo Tricoat Tubes Limited and Shri Lakshmi Metal Udyog Limited, in the Company with the support of the secretarial team. He looks after the fund needs and financial management of the entire group and has through optimum resource utilisation and competitive costing ensured availability of low cost of funds for the group.

The Board felt that the Company in its current level and scale of operations needed to evolve a robust succession plan for the leadership roles; elevation of the existing executives to higher positions in the organisational hierarchy ensures optimum utilisation of talent as well as seamless transition of roles. The above appointment is in consonance with the said policy.

Shri Deepak Goyal has submitted a declaration in 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 Deepak Goyal 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 Companies Act, 2013 (“the Act”) proposing the candidature of Shri Deepak Goyal for the office of Director of the Company.

Shri Deepak Goyal shall work under the overall control and superintendence of the Board of Directors and shall exercise substantial powers of management and such other functions and powers, as may be delegated by the Board from time to time.

Remuneration Proposed:

The Nomination & Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 12th May, 2023 approved following remuneration of Shri Deepak Goyal as the Whole- time Director, designated as Director (Operations) and Group CFO of the Company for a period of five (5) years, commencing 12th May, 2023:

- A. Salary: ₹1.25 Crores per annum which may go upto ₹ 2.50 Crores per annum.
- B. Benefits, perquisites & Allowances: Upto ₹ 25 Lakhs p.a. which shall include the following:

Furnished accommodation or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings, repairs and other amenities, car(s) with driver(s), Bonus; Performance incentive; medical reimbursement, club fees and leave travel concession for himself and his family; foreign tour for full members once in a year, medical insurance; and such other perquisites, allowances in accordance with the rules of the Company or as may be agreed by the Board of Directors and Shri Deepak Goyal.

The proposed remuneration is within the limits prescribed under Section I of Part II of Schedule V of the Companies Act, 2013.

The Board of Directors may, in its discretion pay to Shri Deepak Goyal lower remuneration than the maximum remuneration herein above stipulated and revise the same from time to time within the maximum limit stipulated by this resolution.

This explanatory statement along with the resolution may be treated as written memorandum setting out the terms of appointment of Shri Deepak Goyal under Section 190 of the Act. The Board of Directors recommends the Ordinary Resolution set out at Item No. 2 respectively of the accompanying Notice, for the approval of the Members of the Company.

The necessary disclosures under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2, with respect to Shri Deepak Goyal forms part of this notice.

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

Place: Delhi
Date: 10.07.2023

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

**Sd/-
Deepak C S
Company Secretary
(M. No. FCS-5060)**

DETAILS OF DIRECTORS SEEKING APPOINTMENT AND CHANGE IN DESIGNATION

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and clause 1.2.5 of the Secretarial Standard -2]

Name of Director	Shri Deepak Goyal	Shri Sanjay Gupta
Age	45 Years	52 Years
Director Identification Number (DIN)	03056481	00233188
Nationality	Indian	Indian
Date of first appointment on the Board	12/05/2023	05/01/1995
Nature of expertise in specific functional areas	Finance & Accounts	Management & Technical
Qualification	Chartered Accountant	Entrepreneur
Shareholding in the Company directly or as beneficial holder	1,32,035 equity shares	4,535 equity shares
Terms and conditions of appointment / re-appointment	Please refer Resolution No. 2 and Explanatory Statement to this Notice.	Please refer Resolution No. 1 and Explanatory Statement to this Notice
Details of remuneration sought to be paid and the remuneration last drawn by such person	The details of remuneration sought to be paid is given in the explanatory statement annexed to this Notice. This is the first time appointment as a Director, so details of last remuneration is not applicable.	The details of remuneration sought to be paid is given in the explanatory statement annexed to this Notice. Remuneration last drawn is ₹3.50 Crores and perquisites upto ₹1 Crores.
Directorships held in other companies	CSL Financial Services Private Limited	- APL Apollo Building Products Private Limited - APL Infrastructure Private Limited - APL Apollo Mart Limited - CSL Apollo ARC Private Limited - Blue Ocean Projects Private Limited - APL Apollo Foundation - Apollo Metalex Private Limited
Membership / Chairmanship of Committee(s) of other Companies:	Nil	Nil
Relationship with other Directors, Manager and Key Managerial Personnel of the company	Nil	Brother of Shri Vinay Gupta, father of Shri Rahul Gupta
Number of meetings of the Board attended during the year	N.A.	1 meeting
Listed entities from which the person has resigned in the past three years	Nil	Apollo Pipes Limited

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.