



APL APOLLO TUBES LIMITED

Regd. Office: 37 Hargobind Enclave Vikas Marg, Delhi-110092
Corporate Office: SG Centre, Plot No. 37-C, Block-B, Sector-132,
Noida, Distt. Gautam Budh Nagar, U.P.-201301

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 11/2022 and 09/2023 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, December 28, 2022 and September 25, 2023 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 05, 2024. 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). Any member seeking e-copy of this notice may write to us at investors@aplapollo.com

SPECIAL BUSINESSES:

ITEM NO 1 - TO APPROVE APPOINTMENT OF SHRI RAJEEV ANAND AS A NON-EXECUTIVE, INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution:**

“RESOLVED THAT upon the recommendation/ approval of the Nomination & Remuneration Committee and Board of Directors of the Company and pursuant to the provisions of Sections 149,150,152 of the Companies Act, 2013 (the Act) read with relevant rules made thereunder and Schedule IV of the Act and Regulation 16, 17, 25(2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof), Mr. Rajeev Anand (DIN: 02519876) who was appointed as an Additional Director and also as an Independent Director of the Company by the Board of Directors with effect from May 11, 2024 in terms of Section 161 of the Act and who is eligible for appointment as an Independent Director and has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as an Non – Executive, Independent Director of the Company to hold office for a term of 3 (three) consecutive years commencing from May 11, 2024 and whose office shall not be liable to retire by rotation.

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

ITEM NO 2 – TO APPROVE APPOINTMENT OF MR. DINESH KUMAR MITTAL, AS A NON-EXECUTIVE, INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution:**

“RESOLVED THAT upon the recommendation/ approval of the Nomination & Remuneration Committee and Board of Directors of the Company and pursuant to the provisions of Sections 149,150,152 of the Companies Act, 2013 (the Act) read with relevant rules made thereunder and Schedule IV of the Act and Regulation 16, 17, 25(2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof), Mr. Dinesh Kumar Mittal (DIN: 00040000) who was appointed as an Additional Director and also as an Independent Director of the Company by the Board of Directors with effect from May 11, 2024 in terms of Section 161 of the Act and who is eligible for appointment as an Independent Director and has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as an Non – Executive, Independent Director of the Company to hold office for a term of 3 (three) consecutive years commencing from May 11, 2024 and whose office shall not be liable to retire by rotation.

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

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

Place: Delhi

Date: July 3, 2024

**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 05, 2024 ("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 shall take place through the process of remote e-voting only.
4. 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 10, 2024 up to 5:00 P.M. on Thursday, August 08, 2024. 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.

5. 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 05, 2024.
6. In accordance with the MCA circulars, the Company has made arrangements for the Members to register their email address. Members who have not registered their email address are requested to register the same with the Depository Participants (DPs), if the shares are held in electronic form.
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 and thereafter the results of the Postal Ballot will be announced by the Chairman or the authorised person at the corporate office of the Company via. placing the same on the notice board.
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 submitted 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 08, 2024.
11. Pursuant to the Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and as per Regulation 47 of SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating in the whole or substantially the whole of India and one Hindi (Vernacular) daily newspaper.
12. To support 'Green Initiative' for receiving all communication (including Notice of Postal Ballot) from the Company electronically, members holding shares in dematerialised mode are requested to register/update changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant.
13. The documents referred to in this Postal Ballot Notice and the Explanatory Statement will be available for inspection electronically until last date of remote e-voting. i.e. Thursday, August 08, 2024. Any member seeking to inspect can send an e-mail to the Company at investors@aplapollo.com with subject line "Inspection of Documents", mentioning their name, DP Id and Client Id and documents they wish to inspect.
14. The Company's Registrar and Transfer Agent for its share registry work (Physical and Electronic) is M/s Abhipra Capital Limited. All documents, transfers, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's Registrar & Share Transfer Agents, at the address mentioned below:

M/s Abhipra Capital Ltd.
Abhipra Complex A-387, Dilkhush Indl Area,
G.T. Karnal Road, Azadpur, Delhi-110033
Tel: +91-11-42390783
Email: rta@abhipra.com

15. Instructions for remote e-voting are as below:

- (i) The voting period begins on Wednesday, July 10, 2024 (10:00 A.M. IST) and end on Thursday, August 08, 2024 (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 05, 2024 may cast their vote electronically.
- (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
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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.
Individual Shareholders holding securities in demat mode with NSDL Depository	<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 demat mode) login through their Depository Participants (DP)</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 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.</p>
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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.
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PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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, Central Depository Services (India) Limited (CDSL), 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 Board of Directors of the Company based on recommendation of the Nomination & Remuneration Committee of the Company, had at its meeting held on May 11, 2024, appointed Shri Rajeev Anand (DIN:02519876), as an Additional Director and designated him as an Independent Director of the Company for a term of 3 (three) years, w.e.f. May 11, 2024, subject to approval of the members of the Company. During his tenure as an Independent Director, Shri Rajeev Anand shall not be liable to retire by rotation.

Pursuant to 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 in mind the above timelines.

Mr. Rajeev Anand is currently acting as Non – Executive, Independent Director of DIC India limited and Senior Advisor at Mahansaria Tyres Private Limited. He had also served as Chairman and Director of Goodyear South Asia Tires Private Limited during FY 2009 - 2020. His last position was of Executive Chairman in Goodyear India limited. Mr. Rajeev has rich experience of 38 years in Goodyear India limited. During his tenure in the said Company he took various initiatives including introduction of the PBU structure, negotiating Long Term Settlements with trade unions (Collective Bargaining Agreements) with no strike/lockout/slowdown. He also had 2 start-up experiences – setting up plants from scratch in Aurangabad (1996) and Philippines (1998). Mr. Rajeev Anand has won several awards under multiple categories, such as National Golden Peacock Award for excellence in Corporate Governance, Campaign of the Year award for Digital Media at Tyre and Industry Leadership awards, Global Quality Excellence award from General Motors. Mr. Rajeev Anand holds a diploma in Mechanical Engineering from Haryana Polytechnic, Nilokheri, Business Management Course at University of Tennessee. He is also a Member of Director’s Club and Member of the University Court, Amity University.

Shri Rajeev Anand has furnished a declaration in the prescribed Form DIR-8 to the effect that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and consent to act as a Director in prescribed Form DIR-2. Shri Rajeev Anand is not debarred from holding the office of Director by virtue of any SEBI, MCA order or any other such authority. Further the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 (“the Act”) proposing the candidature of Shri Rajeev Anand for the office of Independent Director of the Company. Further the company has also received from Shri Anand, a declaration regarding his meeting the criteria of independence as per Section 149(7) of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. He is registered with the database of independent directors maintained by IICA.

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

The Board of Directors is of view that his appointment as an Independent Director would be in the best interest of the Company and feels that Company would immensely benefit from the appointment and

accordingly recommends passing of a Special Resolution set out 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 Rajeev Anand forms part of this notice.

Except Shri Rajeev Anand himself, none of the Directors or Key Managerial Personnels of the Company and/or their relatives 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 11, 2024, appointed Shri Dinesh Kumar Mittal (DIN: 00040000), as an Additional Director and designated him as an Independent Director of the Company for a term of 3 (three) years, w.e.f. May 11, 2024, subject to approval of the members of the Company. During his tenure as an Independent Director, Shri Dinesh Kumar Mittal shall not be liable to retire by rotation.

Pursuant to 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 in mind the above timelines.

Mr. Dinesh Kumar Mittal is a former Indian Administrative Service (IAS) officer of 1977 batch (UP cadre) and has served the government of India in various capacities. Mr. Mittal was Secretary, Department of Financial Services (Ministry of Finance), where he was responsible for overseeing banking, Insurance and Pension policies of India. During his tenure, he worked very closely with the RBI and was on the Board of the RBI, LIC, State Bank of India, IIFCL and IIFCL (UK). Previously as Secretary, Ministry of Corporate Affairs, he worked closely with ICAI, ICSI and ICWAI. As an Additional Secretary, Department of Commerce, Mr. Mittal was the chief negotiator of India for WTO negotiation. He also supervised all multilateral Preferential Tariff negotiations, development and operation of SEZs in India and FDI and Overseas Investment from India. As Joint Secretary, Ministry of Commerce, he had oversight of International Trade and Special Economic Zones. He formulated SEZ policy in March 2000 for the first time in India. He was with ILFS on secondment from the Govt of India and worked in the area of project development and financing of infra projects.

Mr. Mittal has hands on experience in Infrastructure, International Trade, Urban Development, Renewable Energy, Agriculture Development and Micro-Credit, Corporate Governance, Banking, Insurance, Pension and Finance.

Mr. Mittal also serves as a director on the board of various companies including Max Estates Limited, Max Financial Services Limited, Niva Bupa Health Insurance Company Limited and New Delhi Television Limited amongst others.

He holds a master’s degree in physics with specialization in Electronics from University of Allahabad, India.

Shri Dinesh Kumar Mittal has furnished a declaration in the prescribed Form DIR-8 to the effect that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and consent to act as a Director in prescribed Form DIR-2. Shri Dinesh Kumar Mittal 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 Dinesh Kumar Mittal for the office of Director of the Company. Further the company has also received from Shri Mittal, a declaration regarding his meeting the criteria of independence as per Section 149(7) of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. He is registered with the database of independent directors maintained by IICA.

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

The Board of Directors is of view that his appointment as an Independent Director would be in the best interest of the Company and feels that Company would immensely benefit from the appointment and accordingly recommends passing of a Special Resolution set out at Item No. 2 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 Dinesh Kumar Mittal forms part of this notice.

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

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

**Place: Delhi
Date: July 3, 2024**

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

DETAILS OF DIRECTORS SEEKING APPOINTMENT

[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 Rajeev Anand	Shri Dinesh Kumar Mittal
Age	64 Years	71 Years
Director Identification Number (DIN)	02519876	00040000
Nationality	Indian	Indian
Date of first appointment on the Board	11/05/2024	11/05/2024
Nature of expertise in specific functional areas	Strategic Leadership, Business Complexity, Governance Finance & Risk, People & talent Understanding, Diversity of perspective.	Infrastructure, International Trade, Urban Development, Renewable Energy, Energy, Agriculture Development and Micro Credit, Corporate Governance, Banking, Insurance, Pension and Finance.
Qualification	Diploma in Mechanical Engineering from Haryana Polytechnic, Nilokheri,	IAS; Master's degree in physics with specialization in Electronics from University of Allahabad
Brief Profile/Resume	Mentioned in Explanatory Statement Item No. 1	Mentioned in Explanatory Statement Item No. 2
Shareholding in the Company directly or as beneficial holder	NIL	NIL
Terms and conditions of appointment / re-appointment	Appointment as Independent Director for a period of 3 years w.e.f. May 11, 2024.	Appointment as Independent Director for a period of 3 years w.e.f. May 11, 2024.
Details of remuneration sought to be paid and the remuneration last drawn by such person	As an Independent Director, he is entitled to sitting fees for attending meetings of the Board/ Committee.	As an Independent Director, she is entitled to sitting fees for attending meetings of the Board/ Committee.
Directorships held in other companies	DIC India Limited	<ul style="list-style-type: none"> • Indus Tower limited • Max Estates Limited • LAS Ventures Private Limited • New Delhi Television Limited • Niva Bupa Health Insurance Company Limited • Business Strategy Advisory Services Private Limited • Ergos Business Solutions Private Limited • Shivalik Small Finance Bank Limited • Max Financial Services Limited • Arohan Financial Services Limited
Membership / Chairmanship of Committee(s) of other Companies:	Member of Stakeholder Relationship Committee of DIC India Limited	<ol style="list-style-type: none"> 1. Indus Towers Limited -Member of Audit Committee 2. Max Estates Limited -Chairperson of Audit Committee

		-Chairperson of Stakeholder Relationship Committee 3. New Delhi Television Limited - Member of Audit Committee 4. Max Financial Services Limited -Chairperson of Audit Committee -Member of Stakeholder Relationship Committee 5. Niva Bupa Health Insurance Company Limited -Chairperson of Audit Committee 6. Arohan Financial Services Limited -Member of Audit Committee 7. Shivalik Small Finance Bank Limited -Member of Audit Committee
Relationship with other Directors, Manager and Key Managerial Personnel of the company	None	None
Number of meetings of the Board attended during the year (till the date of this notice)	N.A.	N.A.
Listed entities from which the person has resigned in the past three years	Nil	<ul style="list-style-type: none"> • Bharti Airtel Limited • Max Ventures and Industries Limited • Trident Limited • Balrampur Chini Mills 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.