



**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.-201304**

**Corporate Identity Number: L74899DL1986PLC023443**

**Tel.: 91-120-6918000 • Website: [www.aplapollo.com](http://www.aplapollo.com) • email: [investors@aplapollo.com](mailto: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 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 (“**Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (“**SS-2**”), each as amended from time to time, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs, *inter-alia*, for conducting Postal Ballot process through e-voting vide General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 read with other relevant circulars issued in this regard, the latest being General Circular No. 09/2024, dated September 19, 2024 (collectively referred to as “**MCA Circulars**”), to transact the special business as set out hereunder by passing Special Resolution, by way of postal ballot only, by voting through electronic means (“**remote e-Voting**”).

In compliance with the MCA Circulars, APL Apollo Tubes Limited (“**Company**”) is sending this Notice ONLY in electronic form to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent (‘RTA’)/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the ‘Notes’ section to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of Central Depository Services (India) Limited (‘CDSL’) for the purpose of providing remote e-Voting facility to its Members. The instructions for remote e-Voting are appended to this Notice.

Members desiring to exercise their vote through the remote e-Voting process are requested to carefully read the instructions indicated in the ‘Notes’ section of this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure for casting of votes by remote e-Voting not later than 5:00 p.m. (IST) on Tuesday, January 21, 2025. The remote e-Voting facility will be disabled by CDSL immediately thereafter.

**SPECIAL BUSINESS:**

**ITEM NO 1 - RE-APPOINTMENT OF SHRI SANJAY GUPTA (DIN: 00233188) AS CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY AND REVISION IN REMUNERATION PAYABLE TO HIM**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act 2013 (“Act”) and 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), and the applicable clauses of the Articles of Association of the Company and such consents and permissions, if any, as may be necessary, consent of the members of the Company be and is hereby accorded for re-appointment of Shri Sanjay Gupta (DIN: 00233188) as the Chairman and Managing Director of the Company, liable to be retire by rotation, for a further term of five (5) years w.e.f. November 11, 2024, 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 be and is hereby authorised to alter and vary the terms and conditions of payment of remuneration to Shri Sanjay Gupta within the overall approved limit.

**RESOLVED FURTHER THAT** any of the Director of the Company and 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: Noida  
Date: October 29, 2024**

**Sd/-  
Vipul Jain  
Company Secretary and Compliance Officer  
(M. No. ACS-20971)**

## 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 December 13, 2024 ("Cut-off date").
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. Members may note that this Notice will also be available on the website of the Company ([www.aplpollo.com](http://www.aplpollo.com)), Stock Exchange(s) ([www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)) and Central Depository Services (India) Limited ('CDSL') ([www.evotingindia.com](http://www.evotingindia.com)). Any member seeking e-copy of this notice may write to us at [investors@aplpollo.com](mailto:investors@aplpollo.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](http://www.evotingindia.com) from 10:00 A.M. on Monday, December 23, 2024 up to 5:00 P.M. on Tuesday, January 21, 2025. 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. December 13, 2024.
7. 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.
8. 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.
9. 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.

10. 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](http://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.
11. 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. Tuesday, January 21, 2025.
12. 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.
13. 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.
14. 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. Tuesday, January 21, 2025. Any member seeking to inspect can send an e-mail to the Company at [investors@aplapollo.com](mailto:investors@aplapollo.com) with subject line "Inspection of Documents", mentioning their name, DP Id and Client Id and documents they wish to inspect.
15. 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](mailto:rta@abhipra.com)

**16. Important Communications & Awareness Material for Shareholders:**

- a) SEBI encourages all shareholders to consider the inherent advantages of dematerialization and get their existing physical shareholding converted into demat mode. SEBI has also prohibited transfer of equity shares in physical mode. Therefore, all Members holding their shares in physical form are advised to dematerialize their shareholding at the earliest, by opening a demat account with any Depository Participant (DP) and submit the demat request to their DP.

- b) Members may please note that SEBI vide its Circular dated 25 January 2022, has mandated Listed Companies to issue securities in demat form only, while processing service requests such as issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled-in and signed Form ISR-4, along with relevant documents, the format(s) of which is available on the Company's website at <https://aplapollo.com/downloads>
- c) SEBI has mandated the Company/RTA to obtain copies of PAN Card, KYC Details, Bank Account Details, Nomination Form, etc. from all shareholders holding shares in physical form. Therefore, shareholders holding shares in physical form are requested to provide PAN, KYC and other details at the earliest in Form ISR-1, along with the supporting documents/details such as contact details including mobile number and email, self-attested copy of PAN card and address-proof of all holders, Nomination Form in SH-13 or 'Declaration to Opt-out' in Form ISR-3 and bank details along with original cancelled cheque and banker's attestation of specimen signature in Form ISR-2. Detailed instructions and specimen formats in this regard, are available on the investor section of the website of the Company at <https://aplapollo.com/downloads>

Please note that in case you are holding shares in physical form, you will be eligible to get any service request processed by the RTA only when your KYC details are updated. Hence, please download, fill and send the requisite documents to the Company/RTA at the earliest.

- d) SEBI vide its circular dated July 31, 2023, has introduced a common Online Dispute Resolution Portal (“ODR Portal”), which harnesses online method for resolution, conciliation and arbitration for disputes arising in the Indian Securities Market. The ODR Portal allows investors with additional mechanism to resolve their grievances, in case they are not satisfied with the resolution provided by the Company/RTA and/or through SCORES Platform of SEBI(scores.sebi.gov.in). Web-link to access the said portal is <https://smartodr.in>. Detailed circulars in regard to this facility are available on the investor section of the website of the Company at <https://aplapollo.com/downloads>

**17. Instructions for remote e-voting are as below:**

- (i) The voting period begins on Monday, December 23, 2024 (10:00 A.M. IST) and end on Tuesday, January 21, 2025 (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, December 13, 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
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b></p>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li>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 &amp; 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" "Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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-</li> </ol>

	Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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.

**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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

(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](http://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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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"> <li>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.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>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.</li> </ul>

- (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 on 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](http://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](mailto: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@aplpollo.com](mailto:investors@aplpollo.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@aplpollo.com](mailto:investors@aplpollo.com) and/or RTA email at [rta@abhipra.com](mailto: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](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911

## ANNEXURE TO THE NOTICE

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

#### Item No. 1

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.

Shri Sanjay Gupta has more than 30 years of experience in diverse steel industry segments. Under his visionary and dynamic leadership, the Company has evolved from a structural steel tube manufacturer into a global leader in branded steel products. He has inherited excellent Entrepreneurship skills from his father late Shri Sudesh Gupta. Under his leadership, the Company continues to grow exponentially towards becoming an organization of international repute.

The Board of Directors of the Company at its meeting held on October 29, 2024, on recommendation of the Nomination & Remuneration Committee of the Company, had approved the re-appointment of Shri Sanjay Gupta (DIN: 00233188), as Chairman and Managing Director of the Company for a further term of 5 (Five) years, w.e.f. November 11, 2024, on the terms & conditions including remuneration as follows:

- A. Term: 5 years w.e.f. 11<sup>th</sup> November 2024. He shall be liable to retire by rotation.
- B. Salary: ₹6 Crores per annum with such increments as the Board may decide from time to time on the recommendation of Nomination and Remuneration Committee subject to a ceiling of ₹ 10 Crores per annum.
- C. Commission: upto 1% of the net profits of the Company, and such net profit being computed in the manner laid down in section 198 of the Companies Act 2013.
- D. Benefits, perquisites & Allowances: Upto ₹ 1 Crores which shall include the following:  
*Rent free 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.*
- E. Remuneration for a part of the Year: Remuneration for a part of the year shall be computed on pro-rata basis.
- F. Minimum Remuneration: In the event of absence or inadequacy of profits in any financial year, the aforementioned remuneration shall be paid as the minimum remuneration, subject to the provisions of the Companies Act, 2013 and/or any other applicable statutory provisions.

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.

The Board, after considering the recommendation of the Nomination and Remuneration Committee, also evaluated the remuneration levels of CEOs/MDs in peer group companies within the industry. Additionally, the Board recognized Shri Sanjay Gupta's significant contributions to the Company's growth, positioning it as a market leader with consistent and commendable performance over the past 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. In light of these considerations, the Board deemed it appropriate to propose an increase in his remuneration to a level that reflects the responsibilities he undertakes and the substantial value he has added to the organization.

The Board of Directors is of view that his re-appointment as Chairman and Managing Director would be in the best interest of the Company and feels that Company would immensely benefit from his re-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.

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 re-appointment of a Director at the next general meeting or within a time period of 3 (three) months from the date of re-appointment, whichever is earlier. Accordingly, this proposal is being brought before the members for consideration through postal ballot.

Shri Sanjay Gupta 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 Sanjay Gupta 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 Sanjay Gupta for the office of Chairman and Managing Director of the Company.

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 190 of the Act.

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 himself and his relative Shri Vinay Gupta Director and Shri Rahul Gupta, Directors, none of the other 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: Noida  
Date: October 29, 2024**

**Sd/-  
Vipul Jain  
Company Secretary and Compliance Officer  
(M. No. ACS-20971)**

### **DETAILS OF DIRECTORS SEEKING RE-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]

<b>Name of Director</b>	<b>Shri Sanjay Gupta</b>
Age	53 Years
Director Identification Number (DIN)	00233188
Nationality	Indian
Date of first appointment on the Board	September 02, 2003
Nature of expertise in specific functional areas	Management & Technical
Qualification	Entrepreneur
Brief Profile/Resume	Mentioned in Explanatory Statement Item No. 1
Shareholding in the Company	4535 equity shares
Terms and conditions of appointment / re-appointment	Re-Appointment as Chairman and Managing Director for a period of 5 years w.e.f. November 11, 2024.
Details of remuneration sought to be paid and the remuneration last drawn by such person	Remuneration proposed - Mentioned in Explanatory Statement Item No. 1 Remuneration last drawn – Salary - ₹5 Crores p.a.; Commission upto 0.50% of the Profit before Tax; Perquisites upto ₹ 50 Lacs p.a.
Directorships held in other companies	<ul style="list-style-type: none"><li>• S Gupta Holding Private Limited</li><li>• Blue Ocean Projects Private Limited</li><li>• Apollo Metalex Private Limited</li><li>• APL Apollo Building Products Private Limited</li><li>• APL Apollo Foundation</li><li>• APL Apollo Mart Limited</li></ul>
Membership / Chairmanship of Committee(s) of other Companies:	Nil
Relationship with other Directors, Manager and Key Managerial Personnel of the company	Brother of Shri Vinay Gupta, father of Shri Rahul Gupta
Number of meetings of the Board attended during the year (till the date of this notice)	3
Listed entities from which the person has resigned in the past three years	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.*