

Scrutinizer's Report

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

To
The Chairman
APL Apollo Tubes Limited
37, Hargobind Enclave, Vikas Marg,
Delhi-110092

In terms of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Board of Directors of APL Apollo Tubes Limited (the Company), appointed me as the Scrutinizer for conducting the Postal Ballot process (including voting through electronic means) for passing of Special Resolutions contained in Notice of Postal Ballot dated 9th September, 2017.

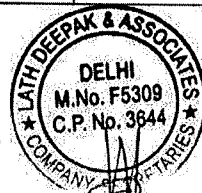
Accordingly, I submit my report as under:

- i. Postal Ballot Forms were scrutinized and the shareholding was confirmed with the Register of Members as on 3rd November, 2017.
- ii. All Postal Ballot Forms received either in physical or by casting of vote electronically through CDSL portal upto 5.00 P.M. on 12th December, 2017 the last date & time fixed by the Company for receipt of the Forms, were considered for my scrutiny.
- iii. E-voting was unblocked in presence of two witnesses, namely Ms. Anukriti Agarwal and Ms. Surbhi Arora, who are not in the employment of the Company. Thereafter, the report for member's e-voting was downloaded.
- iv. After considering all valid Postal Ballot Forms and electronic voting, I summarise the votes cast "For" and "Against" the resolution as under:-

Item no. 1 (Special Resolution)

Issue of redeemable, non-cumulative debentures under private placement basis

Mode of voting	Votes cast Assent (Nos.)	Votes cast Dissent (Nos.)	Votes cast Total (Nos.)	No. of Members, who cast votes
Remote e-voting	2763397	1	2763398	23
Ballot Paper	45000	-	45000	1
Total	2808397	1	2808398	24
%age of total votes cast	100.00	0.00	100.00	



The above said Special Resolution was passed with requisite majority.

Item no. 2 (Special Resolution)

Appointment of Whole Time Director.

Mode of voting	Votes cast Assent (Nos.)	Votes cast Dissent (Nos.)	Votes cast Total (Nos.)	No. of Members, who cast votes
Remote e-voting	2763397	1	2763398	23
Ballot Paper	45000	-	1	1
Total	2808397	1	2763398	24
%age of total votes cast	100.00	0.00	100.00	

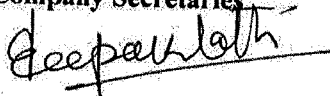
The above said Special Resolution was passed with requisite majority.

Notes:

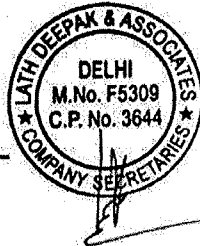
1. There was no duplicate voting through postal ballot and e-voting.
2. There were no invalid postal ballot forms.

Yours faithfully,

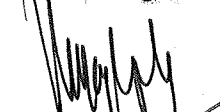
For Lath Deepak & Associates
Company Secretaries



(Deepak Kumar Lath)
FCS No.5309
C.P No. 3644



Countersigned



(Vinay Gupta)
Director
DIN: 00005149



Date: 14th December, 2017
Place: Delhi